

(19) World Intellectual Property Organization
International Bureau



(43) International Publication Date
3 July 2003 (03.07.2003)

PCT

(10) International Publication Number
WO 03/053941 A2

(51) International Patent Classification⁷: **C07D 239/54**,
239/56, 239/58, 239/62, 239/68, A61K 31/513, 31/515,
A61P 19/02, 9/04, 25/28

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(21) International Application Number: PCT/US02/40458

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(22) International Filing Date:
17 December 2002 (17.12.2002)

(81) Designated States (*national*): AE, AG, AL, AM, AT, AU,
AZ, BA, BB, BG, BR, BY, BZ, CA, CH, CN, CO, CR, CU,
CZ, DE, DK, DM, DZ, EC, EE, ES, FI, GB, GD, GE, GH,
GM, HR, HU, ID, IL, IN, IS, JP, KE, KG, KP, KR, KZ, LC,
LK, LR, LS, LT, LU, LV, MA, MD, MG, MK, MN, MW,
MX, MZ, NO, NZ, OM, PH, PL, PT, RO, RU, SC, SD, SE,
SG, SK, SL, TJ, TM, TN, TR, TT, TZ, UA, UG, US, UZ,
VC, VN, YU, ZA, ZM, ZW.

(25) Filing Language: English

(26) Publication Language: English

(30) Priority Data:
60/342,658 20 December 2001 (20.12.2001) US

(84) Designated States (*regional*): ARIPO patent (GH, GM,
KE, LS, MW, MZ, SD, SL, SZ, TZ, UG, ZM, ZW),
Eurasian patent (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM),
European patent (AT, BE, BG, CH, CY, CZ, DE, DK, EE,
ES, FI, FR, GB, GR, IE, IT, LU, MC, NL, PT, SE, SI, SK,
TR), OAPI patent (BF, BJ, CF, CG, CI, CM, GA, GN, GQ,
GW, ML, MR, NE, SN, TD, TG).

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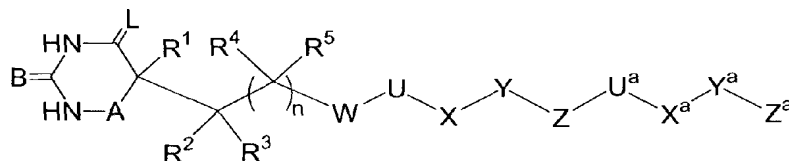
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Published:

— without international search report and to be republished
upon receipt of that report

For two-letter codes and other abbreviations, refer to the "Guid-
ance Notes on Codes and Abbreviations" appearing at the begin-
ning of each regular issue of the PCT Gazette.

(54) Title: BARBITURIC ACID DERIVATIVES AS INHIBITORS OF TNF-ALPHA CONVERTING ENZYME (TACE) AND/OR
MATRIX METALLOPROTEINASES



(I)

(57) Abstract: The present application describes novel barbituric acid derivatives of formula (I) or pharmaceutically acceptable salt or prodrug forms thereof, wherein A, B, L, R1, R2, R3, R4, R5, n, W, U, X, Y, Z, Ua, Xa, Ya, and Za are defined in the present specification, which are useful as TNF- α converting enzyme (TACE) and matrix metalloproteinases (MMP) inhibitors.



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TITLE

BARBITURIC ACID DERIVATIVES AS INHIBITORS OF TNF- α
CONVERTING ENZYME (TACE) AND/OR MATRIX METALLOPROTEINASES

5

FIELD OF THE INVENTION

This invention relates generally to novel barbituric acid derivatives as inhibitors of TNF- α converting enzyme (TACE), matrix metalloproteinases (MMP), aggrecanase or a
10 combination thereof, pharmaceutical compositions containing the same, and methods of using the same.

BACKGROUND OF THE INVENTION

There is now a body of evidence that metalloproteases
15 (MP) are important in the uncontrolled breakdown of connective tissue, including proteoglycan and collagen, leading to resorption of the extracellular matrix. This is a feature of many pathological conditions, such as rheumatoid and osteoarthritis; corneal, epidermal, or
20 gastric ulceration; tumor metastasis or invasion; periodontal disease; and bone disease. Normally these catabolic enzymes are tightly regulated at the level of their synthesis as well as at their level of extracellular activity through the action of specific inhibitors, such as
25 alpha-2-macroglobulins and TIMPs (tissue inhibitors of metalloprotease), which form inactive complexes with the MP's.

Osteo- and rheumatoid arthritis (OA and RA respectively) are destructive diseases of articular
30 cartilage characterized by localized erosion of the cartilage surface. Findings have shown that articular cartilage from the femoral heads of patients with OA, for example, had a reduced incorporation of radiolabeled sulfate over controls, suggesting that there must be an

enhanced rate of cartilage degradation in OA (Mankin et al. *J. Bone Joint Surg.* 1970, 52A, 424-434). There are four classes of protein degradative enzymes in mammalian cells: serine, cysteine, aspartic, and metalloprotease. The available evidence supports that it is the metalloproteases that are responsible for the degradation of the extracellular matrix of articular cartilage in OA and RA. Increased activities of collagenases and stromelysin have been found in OA cartilage and the activity correlates with the severity of the lesion (Mankin et al. *Arthritis Rheum.* 1978, 21, 761-766, Woessner et al. *Arthritis Rheum.* 1983, 26, 63-68, and Woessner et al. *Arthritis Rheum.* 1984, 27, 305-312). In addition, aggrecanase has been identified as providing the specific cleavage product of proteoglycan found in RA and OA patients (Lohmander L.S. et al. *Arthritis Rheum.* 1993, 36, 1214-22).

Therefore, metalloproteases (MP) have been implicated as the key enzymes in the destruction of mammalian cartilage and bone. It can be expected that the pathogenesis of such diseases can be modified in a beneficial manner by the administration of MP inhibitors, and many compounds have been suggested for this purpose (see Wahl et al. *Ann. Rep. Med. Chem.* 1990, 25, 175-184, AP, San Diego).

Tumor necrosis factor- α (TNF- α) is a cell-associated cytokine that is processed from a 26kd precursor form to a 17kd soluble form. TNF- α has been shown to be a primary mediator in humans and in animals of inflammation, fever, and acute phase responses, similar to those observed during acute infection and shock. Excess TNF- α has been shown to be lethal. There is now considerable evidence that blocking the effects of TNF- α with specific antibodies can be beneficial in a variety of circumstances including autoimmune diseases such as RA (Feldman et al, *Lancet* 1994,

344, 1105), non-insulin dependent diabetes melitus (Lohmander, L.S. et al. *Arthritis Rheum.* 1993, 36, 1214-22), and Crohn's disease (MacDonald et al. *Clin. Exp. Immunol.* 1990, 81, 301).

5 Compounds which inhibit the production of TNF- α are therefore of therapeutic importance for the treatment of inflammatory disorders. This invention describes molecules that inhibit TNF- α converting enzyme (TACE) and hence the secretion of active TNF- α from cells. These novel
10 molecules provide a means of mechanism based therapeutic intervention for diseases including but not restricted to septic shock, haemodynamic shock, sepsis syndrome, post ischemic reperfusion injury, malaria, Crohn's disease, inflammatory bowel diseases, mycobacterial infection,
15 meningitis, psoriasis, congestive heart failure, fibrotic diseases, cachexia, graft rejection, cancer, diseases involving angiogenesis, autoimmune diseases, skin inflammatory diseases, OA, RA, multiple sclerosis, radiation damage, hyperoxic alveolar injury, periodontal
20 disease, HIV, and non-insulin dependent diabetes melitus.

 Since excessive TNF- α production has been noted in several disease conditions also characterized by MMP-mediated tissue degradation, compounds which inhibit both MMPs and TNF- α production may also have a particular
25 advantage in diseases where both mechanisms are involved.

 It is desirable to find new compounds with improved pharmacological characteristics compared with known MMP and/or TACE inhibitors. For example, it is preferred to find new compounds with improved MMP and/or TACE inhibitory
30 activity and selectivity for an MMP and/or TACE versus other metalloproteases (e.g., specificity for one MMP versus another). It is also desirable and preferable to find compounds with advantageous and improved characteristics in one or more of the following categories:

(a) pharmaceutical properties (e.g., solubility, permeability, and amenability to sustained release formulations); (b) dosage requirements (e.g., lower dosages and/or once-daily dosing); (c) factors which decrease blood concentration peak-to-trough characteristics (e.g., clearance and/or volume of distribution); (d) factors that increase the concentration of active drug at the receptor (e.g., protein binding and volume of distribution); (e) factors that decrease the liability for clinical drug-drug interactions (e.g., cytochrome P450 enzyme inhibition or induction); (f) factors that decrease the potential for adverse side-effects (e.g., pharmacological selectivity beyond serine proteases, potential chemical or metabolic reactivity, and limited CNS penetration); and (g) factors that improve manufacturing costs or feasibility (e.g., difficulty of synthesis, number of chiral centers, chemical stability, and ease of handling).

The compounds of the present invention act as inhibitors of MPs, in particular TACE, MMPs, and/or aggrecanase. These novel molecules are provided as anti-inflammatory compounds and cartilage protecting therapeutics.

SUMMARY OF THE INVENTION

Accordingly, the present invention provides novel barbituric acid derivatives useful as MMP, TACE, and/or aggrecanase inhibitors or pharmaceutically acceptable salts or prodrugs thereof.

The present invention provides pharmaceutical compositions comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

The present invention provides a method for treating inflammatory disorders, comprising: administering to a mammal, in need of such treatment, a therapeutically effective amount of at least one of the compounds of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

The present invention provides a method of treating a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof in a mammal, comprising:

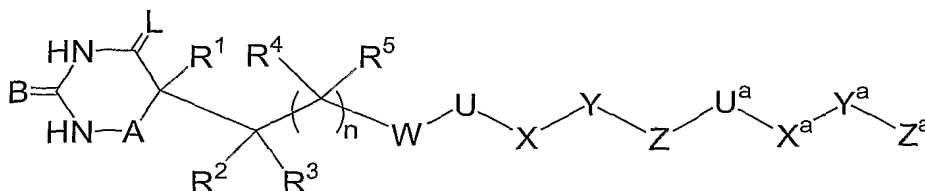
administering to the mammal in need of such treatment a therapeutically effective amount of a compound of the present invention or a pharmaceutically acceptable salt or prodrug form thereof.

The present invention provides a method comprising: administering a compound of the present invention or a pharmaceutically acceptable salt or prodrug form thereof in an amount effective to treat a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof.

The present invention provides novel compounds of the present invention for use in therapy.

The present invention provides the use of novel compounds of the present invention for the manufacture of a medicament for the treatment of a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof.

These and other objects, which will become apparent during the following detailed description, have been achieved by the inventors' discovery that compounds of formula I:

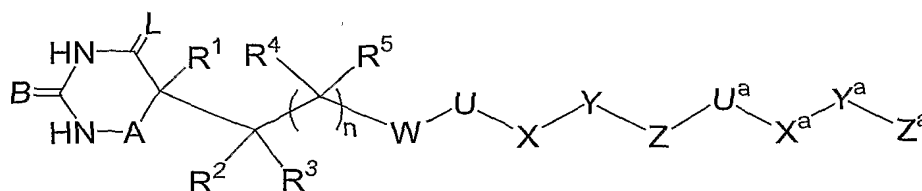


I

or pharmaceutically acceptable salt or prodrug forms thereof, wherein A, B, L, R¹, R², R³, R⁴, R⁵, n, W, U, X, Y, Z, U^a, X^a, Y^a, and Z^a are defined below, are effective TACE and matrix metalloproteinases inhibitors.

DETAILED DESCRIPTION OF PREFERRED EMBODIMENTS

[1] Thus, in an embodiment, the present invention provides a novel compound of formula I:



I

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is C(=O), C(=S) or CH₂;

B is O or S;

L is O or S;

W is selected from (CR^aR^{a1})_m, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

U is selected from: C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, and NR^{a1}C(O)NR^{a1};

X is absent or is selected from C₁₋₃ alkylene, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

Y is absent or is selected from O, NR^{a1} , S(O)_{p} , and C(O) ;

Z is selected from a $\text{C}_3\text{-13}$ carbocycle substituted with 0-5 R^{b} , and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_{p} , and substituted with 0-5 R^{b} ;

U^{a} is absent or is selected from: O, NR^{a1} , C(O) , $\text{CR}^{\text{a}}(\text{OH})$, C(O)O , OC(O) , $\text{C(O)NR}^{\text{a1}}$, $\text{NR}^{\text{a1}}\text{C(O)}$, OC(O)O , $\text{OC(O)NR}^{\text{a1}}$, $\text{NR}^{\text{a1}}\text{C(O)O}$, $\text{NR}^{\text{a1}}\text{C(O)NR}^{\text{a1}}$, S(O)_{p} , $\text{S(O)}_{\text{p}}\text{NR}^{\text{a1}}$, $\text{NR}^{\text{a1}}\text{S(O)}_{\text{p}}$, and $\text{NR}^{\text{a1}}\text{SO}_2\text{NR}^{\text{a1}}$;

X^{a} is absent or is selected from $\text{C}_1\text{-10}$ alkylene, $\text{C}_2\text{-10}$ alkenylene, and $\text{C}_2\text{-10}$ alkynylene;

Y^{a} is absent or is selected from O, NR^{a1} , S(O)_{p} , and C(O) ;

Z^{a} is selected from a $\text{C}_3\text{-13}$ carbocycle substituted with 0-5 R^{c} and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_{p} , and substituted with 0-5 R^{c} ;

provided that U, Y, Z, U^{a} , Y^{a} , and Z^{a} do not combine to form a N-N, N-O, O-N, O-O, $\text{S(O)}_{\text{p}}\text{-O}$, O-S(O)_{p} or $\text{S(O)}_{\text{p}}\text{-S(O)}_{\text{p}}$ group;

R^1 is selected from CHF_2 , CH_2F , CF_3 , $\text{C}_1\text{-6}$ alkylene-Q, $\text{C}_2\text{-6}$ alkenylene-Q, $\text{C}_2\text{-6}$ alkynylene-Q, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r1}}\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r1}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r1}}\text{C(O)}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r1}}\text{C(O)}\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r1}}\text{OC(O)}(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{-Q}$,

$(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r-Q}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})\text{OR}^{\text{a1}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{OR}^{\text{a1}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$
5 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{s-Q}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2\text{NR}^{\text{aRa1}},$ a C_{3-13} carbocycle substituted
with 0-5 R^{d} , and a 5-14 membered heterocycle
comprising carbon atoms and 1-4 heteroatoms selected
from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$, and
10 substituted with 0-5 R^{d} ;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OR}^{\text{a1}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}^1}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r-Q}^1},$
15 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}^1},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{OR}^{\text{a1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r-Q}^1},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}^1},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{r-Q}^1},$ and $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}};$

20 R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OR}^{\text{a1}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$
25 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r-Q}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})\text{OR}^{\text{a1}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{OR}^{\text{a1}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}, (\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{r-Q}},$ and
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2\text{NR}^{\text{aRa1}};$

Q, at each occurrence, is independently selected from H,
CHF₂, CH₂F, CF₃, a C₃₋₁₃ carbocycle substituted with
0-5 R^d, and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the
5 group consisting of N, O, and S(O)_p, and substituted
with 0-5 R^d;

Q¹, at each occurrence, is independently selected from H, a
C₃₋₁₃ carbocycle substituted with 0-5 R^d, and a 5-14
10 membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and S(O)_p, and substituted with 0-5 R^d;

R⁴ is selected from H, C₁₋₆ alkyl substituted with 0-1 R^b,
15 C₂₋₆ alkenyl substituted with 0-1 R^b, and C₂₋₆ alkynyl
substituted with 0-1 R^b;

R⁵ is selected from H, C₁₋₆ alkyl substituted with 0-1 R^b,
C₂₋₆ alkenyl substituted with 0-1 R^b, and C₂₋₆ alkynyl
20 substituted with 0-1 R^b;

n is 0 or 1;

alternatively, R² and R³, together with the carbon atom to
25 which they are attached, combine to form a 3-8
membered carbocyclic or heterocyclic ring comprising
carbon atoms, 0-2 ring heteroatoms selected from O, N,
NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted
with 0-3 R^c; and the carbocyclic or heterocyclic ring
30 is optionally fused to a 5-6 membered carbocycle
substituted with 0-3 R^c or a 5-6 membered heterocycle
consisting of carbon atoms and 1-3 heteroatoms

selected from the group consisting of N, O, and S(O)_p,
and substituted with 0-3 R^C;

alternatively, when n is 1, R² and R⁴, together with the
5 carbon atoms to which they are attached, combine to
form a 3-8 membered carbocyclic or heterocyclic ring
comprising carbon atoms, 0-2 ring heteroatoms selected
from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and
substituted with 0-3 R^C; and the carbocyclic or
10 heterocyclic ring is optionally fused to a 5-6
membered carbocycle substituted with 0-3 R^C or a 5-6
membered heterocycle consisting of carbon atoms and
1-3 heteroatoms selected from the group consisting of
N, O, and S(O)_p, and substituted with 0-3 R^C;

15 alternatively, when n is 1, R⁴ and R⁵, together with the
carbon atom to which they are attached, combine to
form a 3-8 membered carbocyclic or heterocyclic ring
comprising carbon atoms, 0-2 ring heteroatoms selected
20 from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and
substituted with 0-3 R^C; and the carbocyclic or
heterocyclic ring is optionally fused to a 5-6
membered carbocycle substituted with 0-3 R^C or a 5-6
membered heterocycle consisting of carbon atoms and
25 1-3 heteroatoms selected from the group consisting of
N, O, and S(O)_p, and substituted with 0-3 R^C;

R¹⁰, at each occurrence, is independently selected from H,
C₁₋₆ alkyl substituted with 0-2 R^{C1}, C₂₋₆ alkenyl
30 substituted with 0-2 R^{C1}, C₂₋₆ alkynyl substituted with
0-2 R^{C1}, (CR^aR^{a1})_sNR^aR^{a1}, (CR^aR^{a1})_rC(O)NR^aOH,
(CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(S)OR^{a1},
(CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_sNR^aC(O)R^{a1},

- $(CR^aRa^1)_rC(S)NR^aRa^1$, $(CR^aRa^1)_sOC(O)NR^aRa^1$,
 $(CR^aRa^1)_sNR^aC(O)OR^a1$, $(CR^aRa^1)_sNR^aC(O)NR^aRa^1$,
 $(CR^aRa^1)_rS(O)_pRa^3$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_sNR^aSO_2Ra^3$,
 $(CR^aRa^1)_sNR^aSO_2NR^aRa^1$, $(CR^aRa^1)_{r-C_3-10}$ carbocycle
5 substituted with 0-2 R^{c1} , and $(CR^aRa^1)_{r-5-14}$ membered
heterocycle consisting of carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;
- 10 R^a , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, and benzyl;
- R^{a1} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^e , C_{2-6} alkenyl
15 substituted with 0-1 R^e , C_{2-6} alkynyl substituted with
0-1 R^e , and $-(CH_2)_{r-3-8}$ membered carbocyclic or
heterocyclic ring comprising carbon atoms and 0-2 ring
heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and
substituted with 0-3 R^e ;
- 20 alternatively, R^a and R^{a1} , when attached to a nitrogen, are
taken together with the nitrogen to which they are
attached, form a 5 or 6 membered heterocycle
comprising carbon atoms and 0-1 additional heteroatoms
25 selected from N, NR^{a2} , O, and $S(O)_p$;
- R^{a2} , at each occurrence, is independently selected from C_{1-4}
alkyl, phenyl, and benzyl;
- 30 R^{a3} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl
substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with

0-1 R^{c1} , and $-(CH_2)_r$ -3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and substituted with 0-3 R^{c1} ;

5

R^b , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-1 R^{c1} , OR^a , SR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^{aRa1} , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^{aRa1}$, $C(S)NR^{aRa1}$, $NR^aC(O)NR^{aRa1}$, $OC(O)NR^{aRa1}$, $NR^aC(O)OR^a$, $S(O)_2NR^{aRa1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^{aRa1}$, $OS(O)_2NR^{aRa1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , CHF_2 , CH_2F , and phenyl;

10

R^c , at each occurrence, is independently selected from H,

15

OR^a , Cl, F, Br, I, =O, -CN, NO_2 , CF_3 , CF_2CF_3 , CH_2F ,

CHF_2 , $(CR^{aRa1})_rNR^{aRa1}$, $(CR^{aRa1})_rC(=NCN)NR^{aRa1}$,

$(CR^{aRa1})_rC(=NR^a)NR^{aRa1}$, $(CR^{aRa1})_rC(=NOR^a)NR^{aRa1}$,

$(CR^{aRa1})_{r1}C(O)NR^aOH$, $(CR^{aRa1})_{r1}C(O)R^{a1}$,

$(CR^{aRa1})_rC(O)OR^{a1}$, $(CR^{aRa1})_rC(S)OR^{a1}$,

20

$(CR^{aRa1})_rC(O)NR^{aRa1}$, $(CR^{aRa1})_rNR^aC(O)R^{a1}$,

$(CR^{aRa1})_rC(S)NR^{aRa1}$, $(CR^{aRa1})_rOC(O)NR^{aRa1}$,

$(CR^{aRa1})_rNR^aC(O)OR^{a1}$, $(CR^{aRa1})_rNR^aC(O)NR^{aRa1}$,

$(CR^{aRa1})_rS(O)_pR^{a3}$, $(CR^{aRa1})_rSO_2NR^{aRa1}$, $(CR^{aRa1})_rNR^aSO_2R^{a3}$,

$(CR^{aRa1})_rNR^aSO_2NR^{aRa1}$;

25

C_{1-6} alkyl substituted with 0-2 R^{c1} ;

C_{2-6} alkenyl substituted with 0-2 R^{c1} ;

C_{2-6} alkynyl substituted with 0-2 R^{c1} ;

$(CR^{aRa1})_r$ - C_{3-10} carbocycle substituted with 0-2 R^{c1} ; and

$(CR^{aRa1})_r$ -5-14 membered heterocycle comprising carbon

30

atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with

0-2 R^{c1};

alternatively, when two R^c groups are attached to the same carbon atom, they form a spiro ring C that is a 3-11 membered carbocycle or heterocycle substituted with 0-2 R^{c1} and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and S(O)_p, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

R^{c1}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)OR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, OCF₃, CF₂CF₃, CH₂F, and CHF₂;

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a, C(O)NR^aR^{a1}, C(S)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)OR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, CF₂CF₃, (CH₂)_r-C₃₋₁₀ carbocycle substituted with 0-2 R^e,

and a $(\text{CH}_2)_r$ -5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^e;

5

R^e, at each occurrence, is independently selected from H, C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^a, C(O)R^a, C(O)OR^a, C(O)NR^aR^a, R^aNC(O)NR^aR^a, OC(O)NR^aR^a, R^aNC(O)OR^a, S(O)₂NR^aR^a, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^a, OS(O)₂NR^aR^a, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, OCF₃, CF₂CF₃, CH₂F, and CHF₂;

10

m, at each occurrence, is selected from 0, 1, 2 and 3;

15

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

r₁, at each occurrence, is selected from 0, 1, 2, 3, and 4;

20

s, at each occurrence, is selected from 2, 3, and 4;

and

provided that when A is C(=O), L is O, R¹ is phenyl, U is NHC(O), and Z is 2-oxo-chromen-3-yl, then Z^a is other than 2-hydroxymethyl-3,4,5-trihydroxy-tetrahydropyran.

25

[2] In another embodiment, the present invention provides a novel compound, wherein;

30

W is (CHR^a)_m or C₂₋₃ alkenylene;

U is selected from: C(O), C(O)O, OC(O), C(O)NR^{a1}, and
NR^{a1}C(O);

X is absent or is C₁₋₃ alkylene;

5

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
C(O)O, C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and
NR^{a1}S(O)_p;

10 X^a is absent or is selected from C₁₋₄ alkylene, C₂₋₄
alkenylene, and C₂₋₄ alkynylene;

Y^a is absent or is selected from O and NR^{a1};

15 provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

R¹ is selected from CHF₂, CH₂F, CF₃, C₁₋₆ alkylene-Q, C₂₋₆
20 alkenylene-Q, C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}OR^{a1},
(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^aR^{a1},
(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q,
25 (CR^aR^{a1})_rNR^aC(O)OR^{a1}, (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}SO₂NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aSO₂(CR^aR^{a1})_r-Q,
a C₃₋₁₀ carbocycle substituted with 0-5 R^d, and a 5-10
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
30 O, and S(O)_p, and substituted with 0-5 R^d;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
5 $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}C(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q^1$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

R^3 is selected from Q , C_{1-6} alkylene- Q , C_{2-6} alkenylene- Q ,
 C_{2-6} alkynylene- Q , $(CR^aRa^1)_{r1}OR^a1$,
10 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)NR^aRa^1$,
 $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}SO_2NR^aRa^1$, and
15 $(CR^aRa^1)_{r1}NR^aSO_2(CR^aRa^1)_r-Q$;

Q , at each occurrence, is independently selected from H,
 CF_3 , a C_{3-13} carbocycle substituted with 0-5 R^d , and a
5-14 membered heterocycle comprising carbon atoms and
20 1-4 heteroatoms selected from the group consisting of
N, O, and $S(O)_p$, and substituted with 0-5 R^d ;

Q^1 , at each occurrence, is independently selected from H, a
 C_{3-10} carbocycle substituted with 0-5 R^d , and a 5-10
25 membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$, and substituted with 0-5 R^d ;

R^4 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
30 alkynyl;

R⁵ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, and C₂₋₆ alkynyl;

n is 0 or 1;

5

alternatively, R² and R³, together with the carbon atom to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-2 R^c;

10

alternatively, when n is 1, R² and R⁴, together with the carbon atoms to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-2 R^c;

15

alternatively, when n is 1, R⁴ and R⁵, together with the carbon atom to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-2 R^c;

20

25

R¹⁰, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-2 R^{c1}, C₂₋₆ alkenyl substituted with 0-2 R^{c1}, C₂₋₆ alkynyl substituted with 0-2 R^{c1}, (CR^aR^{a1})_sNR^aR^{a1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_sNR^aC(O)R^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_sNR^aSO₂R^{a3}, (CR^aR^{a1})_r-C₃₋₁₀

30

carbocycle substituted with 0-2 R^{C1} , and $(CR^{aRa1})_{r-5-14}$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{C1} ;

5

R^C , at each occurrence, is independently selected from H, OR^a , Cl, F, Br, =O, -CN, NO_2 , NR^{aRa1} , CF_3 , $(CR^{aRa1})_rC(O)R^{a1}$, $(CR^{aRa1})_rC(O)OR^{a1}$, $(CR^{aRa1})_rC(O)NR^{aRa1}$, $(CR^{aRa1})_rNR^aC(O)R^{a1}$, $(CR^{aRa1})_rS(O)_pR^{a3}$, $(CR^{aRa1})_rSO_2NR^{aRa1}$, $(CR^{aRa1})_rNR^aSO_2R^{a3}$;

10

C_{1-6} alkyl substituted with 0-1 R^{C1} ;

C_{2-6} alkenyl substituted with 0-1 R^{C1} ;

C_{2-6} alkynyl substituted with 0-1 R^{C1} ;

$(CH_2)_r-C_{3-6}$ carbocycle substituted with 0-2 R^{C1} ; and

15

$(CH_2)_r-5-6$ membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{C1} ;

alternatively, when two R^C groups are attached to the same

20

carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 R^{C1} and comprising: carbon atoms, 0-4 ring

heteroatoms selected from O, N, and $S(O)_p$, and 0-2

double bonds, provided that ring C contains other than

25

a S-S, O-O, or S-O bond; and

alternatively, when two R^C groups are attached to adjacent

carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic

30

or heterocyclic ring D substituted with 0-2 R^{C1} and consisting of carbon atoms, 0-2 heteroatoms selected

from the group consisting of N, O, and S(O)_p, and 0-3 double bonds.

5 [3] In another embodiment, the present invention provides a novel compound, wherein;

A is C(=O) or CH₂;

10 B is O;

L is O;

U is selected from: C(O), C(O)NR^{a1}, and NR^{a1}C(O);

15

X is absent, methylene or ethylene;

Z is selected from:

a C₃₋₈ cycloalkyl substituted with 0-5 R^b;

20 a C₃₋₈ cycloalkenyl substituted with 0-5 R^b;

phenyl substituted with 0-5 R^b;

naphthyl substituted with 0-5 R^b; and

a 5-14 membered heterocycle comprising carbon atoms

and 1-4 heteroatoms selected from the group consisting

25 of N, O, and S(O)_p, and substituted with 0-5 R^b;

U^a is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
NR^{a1}C(O), and S(O)_p;

30 Z^a is selected from a C₅₋₁₀ carbocycle substituted with 0-5 R^c, and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group

consisting of N, O, and S(O)_p, and substituted with
0-5 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
5 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

R² is selected from Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹,
(CR^aR^a1)_r1OR^a1, (CR^aR^a1)_r1NR^a(CR^aR^a1)_r-Q¹,
10 (CR^aR^a1)_r1C(O)NR^aR^a1, (CR^aR^a1)_r1NR^aC(O)OR^a1,
(CR^aR^a1)_r1C(O)(CR^aR^a1)_r-Q¹, (CR^aR^a1)_r1C(O)OR^a1,
(CR^aR^a1)_r1S(O)_p(CR^aR^a1)_r-Q¹, and (CR^aR^a1)_r1SO₂NR^aR^a1;

Q¹, at each occurrence, is independently selected from H, a
15 C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and S(O)_p, and substituted with 0-3 R^d;

20 R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
C₂₋₆ alkynylene-Q, (CR^aR^a1)_r1OR^a1,
(CR^aR^a1)_r1NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_r1C(O)(CR^aR^a1)_r-Q,
(CR^aR^a1)_r1C(O)OR^a1, (CR^aR^a1)_r1C(O)NR^aR^a1,
(CR^aR^a1)_r1NR^aC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_r1NR^aC(O)OR^a1,
25 (CR^aR^a1)_r1S(O)_p(CR^aR^a1)_r-Q, and (CR^aR^a1)_r1SO₂NR^aR^a1;

Q, at each occurrence, is independently selected from H, a
C₃₋₁₀ carbocycle substituted with 0-3 R^d, and a 5-14
membered heterocycle comprising carbon atoms and 1-4
30 heteroatoms selected from the group consisting of N,
O, and S(O)_p, and substituted with 0-3 R^d;

R⁴ is selected from H and C₁₋₆ alkyl;

R⁵ is selected from H and C₁₋₆ alkyl;

5 n is 0 or 1;

R¹⁰, at each occurrence, is independently selected from H,
C₁₋₆ alkyl substituted with 0-1 R^{C1}, C₂₋₆ alkenyl
substituted with 0-1 R^{C1}, C₂₋₆ alkynyl substituted with
10 0-1 R^{C1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
(CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},
(CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_r-C₃₋₆ carbocycle substituted
with 0-2 R^{C1}, and (CR^aR^{a1})_r-5-10 membered heterocycle
consisting of carbon atoms and 1-4 heteroatoms
15 selected from the group consisting of N, O, and S(O)_p,
and substituted with 0-2 R^{C1};

R^a, at each occurrence, is independently selected from H
and C₁₋₆ alkyl;

20

R^{a1}, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
and 4-pyridinyl;

25 alternatively, R^a and R^{a1}, when attached to a nitrogen, are
taken together with the nitrogen to which they are
attached, form a 5 or 6 membered heterocycle
comprising carbon atoms and 0-1 additional heteroatoms
selected from N, NR^{a2}, O, and S(O)_p;

30

R^{a3}, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, C₂₋₆ alkenyl, and -(CH₂)_r-3-8 membered

carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, $\text{NR}^{\text{a}2}$, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-3 $\text{R}^{\text{c}1}$;

5 R^{c} , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^{a} , Cl, F, Br, $=\text{O}$, $\text{NR}^{\text{a}}\text{Ra}^1$, CF_3 , $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{C}(\text{O})\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a}1}$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{Ra}^3$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{SO}_2\text{NR}^{\text{a}}\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2\text{Ra}^3$;
 10 C_{3-6} carbocycle substituted with 0-2 $\text{R}^{\text{c}1}$; and
 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-2 $\text{R}^{\text{c}1}$;

15 alternatively, when two R^{c} groups are attached to the same carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 $\text{R}^{\text{c}1}$ and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and $\text{S}(\text{O})_{\text{p}}$, and 0-2
 20 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^{c} groups are attached to adjacent carbon atoms, together with the carbon atoms to which
 25 they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 $\text{R}^{\text{c}1}$ and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$, and 0-3 double bonds;

30 $\text{R}^{\text{c}1}$, at each occurrence, is independently selected from H, C_{1-4} alkyl, OR^{a} , Cl, F, Br, I, $=\text{O}$, CF_3 , $-\text{CN}$, NO_2 , $\text{C}(\text{O})\text{OR}^{\text{a}}$, and $\text{C}(\text{O})\text{NR}^{\text{a}}\text{Ra}^1$;

R^d , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^e , C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, -CN, NO_2 , NR^aR^{a1} , $C(O)R^{a1}$,
 5 $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , $(CH_2)_r-C_{3-6}$ carbocycle substituted with 0-2 R^e , and a 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$; and

10 R^e , at each occurrence, is independently selected from H, C_{1-4} alkyl, OR^a , Cl, F, Br, I, =O, CF_3 , -CN, NO_2 , $C(O)OR^a$, and $C(O)NR^aR^a$.

15 [4] In another embodiment, the present invention provides a novel compound, wherein;

W is $(CH_2)_m$ or C_{2-3} alkenylene;

20 Z is selected from:

a C_{4-8} cycloalkyl substituted with 0-3 R^b ;

a C_{4-8} cycloalkenyl substituted with 0-3 R^b ;

phenyl substituted with 0-3 R^b ;

25 naphthyl substituted with 0-3 R^b ;

a 5-10 membered heterocycle substituted with 0-3 R^b and selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl,

isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl,

30 thiophenyl, triazinyl, pyridyl, pyrimidinyl,

piperazinyl, piperidinyl, pyranal, pyrazinyl,

pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl,

indolyl, indolinyl, benzimidazolyl, benzothiazinyl,

benzofuranyl, benzothiophenyl, benzoxazolyl,
 benzthiazolyl, benztriazolyl, benzisoxazolyl,
 benzisothiazolyl, quinolinyl, tetrahydroquinolinyl,
 isoquinolinyl, tetrahydro-isoquinolinyl, indazolyl,
 5 isobenzofuranyl, isoindazolyl, isoindolinyl,
 isoindolyl, isoquinolinyl, methylenedioxyphenyl,
 quinazolinyl, thiadiazinyl, and 1,1-dioxido-2,3-
 dihydro-4H-1,4-benzothiazin-4-yl;

10 Z^a is selected from:

phenyl substituted with 0-3 R^c;
 naphthyl substituted with 0-3 R^c; and a 5-10 membered
 heterocycle substituted with 0-3 R^c and selected from
 the group: furanyl, tetrahydrofuranyl, thiazolyl,
 15 oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-
 dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl,
 pyrimidinyl, piperazinyl, piperidinyl, pyranyl,
 pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl,
 pyrrolinyl, indolyl, indolinyl, benzimidazolyl,
 20 benzothiazinyl, benzofuranyl, benzothiophenyl,
 benzoxazolyl, benzthiazolyl, benztriazolyl,
 benzisoxazolyl, benzisothiazolyl, quinolinyl,
 tetrahydroquinolinyl, isoquinolinyl, tetrahydro-
 isoquinolinyl, indazolyl, isobenzofuranyl,
 25 isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,
 methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
 30 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
 group;

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
 (CR^aR^{a1})_{r1}OR^{a1}, (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q,

$(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{-Q}$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{C}(\text{O})\text{ORa}^1$,
 $(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{C}(\text{O})\text{NR}^{\text{a}}\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{-Q}$,
 $(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{NR}^{\text{a}}\text{C}(\text{O})\text{ORa}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{S}(\text{O})_p(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{-Q}$, and
 $(\text{CR}^{\text{a}}\text{Ra}^1)_{r1}\text{SO}_2\text{NR}^{\text{a}}\text{Ra}^1$;

5

Q, at each occurrence, is independently selected from H, a
 C_{3-6} carbocycle substituted with 0-3 R^{d} , and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 10 O, and $\text{S}(\text{O})_p$, and substituted with 0-3 R^{d} ;

Ra , at each occurrence, is independently selected from H
 and C_{1-6} alkyl;

15 Ra^1 , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
 and 4-pyridinyl;

20 Ra^3 , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, and benzyl;

R^{b} , at each occurrence, is independently selected from C_{1-4}
 alkyl, ORa , Cl, F, =O, $\text{NR}^{\text{a}}\text{Ra}^1$, $\text{C}(\text{O})\text{Ra}$, $\text{C}(\text{O})\text{ORa}$,
 $\text{C}(\text{O})\text{NR}^{\text{a}}\text{Ra}^1$, $\text{S}(\text{O})_2\text{NR}^{\text{a}}\text{Ra}^1$, $\text{S}(\text{O})_p\text{Ra}^3$, and CF_3 ;

25

R^{c} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, ORa , Cl, F, Br,
 =O, $\text{NR}^{\text{a}}\text{Ra}^1$, CF_3 , $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{C}(\text{O})\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{C}(\text{O})\text{ORa}^1$,
 $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{C}(\text{O})\text{NR}^{\text{a}}\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{NR}^{\text{a}}\text{C}(\text{O})\text{Ra}^1$,
 30 $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{S}(\text{O})_p\text{Ra}^3$, $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{SO}_2\text{NR}^{\text{a}}\text{Ra}^1$, $(\text{CR}^{\text{a}}\text{Ra}^1)_r\text{NR}^{\text{a}}\text{SO}_2\text{Ra}^3$;
 C_{3-6} carbocycle substituted with 0-2 $\text{R}^{\text{c}1}$; and

5-6 membered heterocycle comprising carbon atoms and
1-4 heteroatoms selected from the group consisting of
N, O, and S(O)_p, and substituted with 0-2 R^{c1}; and

5 R^d, at each occurrence, is independently selected from C₁₋₆
alkyl substituted with 0-1 R^e, C₂₋₆ alkenyl, C₂₋₆
alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a,
C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, and
(CH₂)_r-phenyl substituted with 0-2 R^e.

10

[5] In another embodiment, the present invention provides
a novel compound, wherein;

15 X is absent or is methylene;

Y is absent or is O;

Z is selected from:

20 phenyl substituted with 0-3 R^b;
naphthyl substituted with 0-3 R^b;
thiophenyl substituted with 0-2 R^b;
oxazolyl substituted with 0-1 R^b;
isoxazolyl substituted with 0-1 R^b; and
25 thiazolyl substituted with 0-1 R^b;

U^a is absent or is O;

X^a is selected from CH₂ and CH₂CH₂;

30

Y^a is absent or is O;

Z^a is selected from:

phenyl substituted with 0-3 R^c ;
 pyridyl substituted with 0-3 R^c ;
 indolyl substituted with 0-3 R^c ;
 quinolinyl substituted with 0-3 R^c ;
 5 benzimidazolyl substituted with 0-3 R^c ; and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl
 substituted with 0-3 R^c ;

provided that U, Y, Z, U^a , Y^a , and Z^a do not combine to form
 10 a N-N, N-O, O-N, O-O, $S(O)_p-O$, $O-S(O)_p$ or $S(O)_p-S(O)_p$
 group;

R^1 is selected from C_{1-6} alkylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q$,
 15 $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)OR^a1$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_rNR^aC(O)OR^a1$, $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_s-Q$,
 $(CR^aRa^1)_{r1}SO_2NR^aRa^1$,
 a C_{3-6} carbocycle substituted with 0-3 R^d , and a 5-10
 20 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and $S(O)_p$ and substituted with 0-3 R^d ;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , $C(O)NR^aRa^1$,
 25 $C(O)(CR^aRa^1)_r-Q^1$, $C(O)OR^a1$, and $S(O)_p(CR^aRa^1)_r-Q^1$;

Q^1 , at each occurrence, is independently selected from H, a
 cyclopropyl substituted with 0-1 R^d , cyclopentyl
 substituted with 0-1 R^d , cyclohexyl substituted with
 30 0-1 R^d , phenyl substituted with 0-2 R^d , and a
 heteroaryl substituted with 0-3 R^d , wherein the

heteroaryl is selected from pyridyl, quinoliny, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R^3 is selected from Q, C_{1-6} alkylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
 5 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)NR^aRa^1$,
 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_s-Q$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

10 R^4 is selected from H and C_{1-4} alkyl;

R^5 is selected from H and C_{1-4} alkyl; and

R^c , at each occurrence, is independently selected from H,
 15 C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br,
 $=O$, NR^aRa^1 , CF_3 , $(CR^aRa^1)_rC(O)R^a1$, $(CR^aRa^1)_rC(O)OR^a1$,
 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rS(O)_pR^a3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, and phenyl.

20

[6] In another embodiment, the present invention provides a novel compound, wherein;

R^1 is selected from C_{1-6} alkylene-Q, $NR^a(CR^aRa^1)_r-Q$,
 25 $C(O)(CR^aRa^1)_r-Q$, $C(O)OR^a1$, $C(O)NR^aRa^1$,
 $NR^aC(O)(CR^aRa^1)_r-Q$, $NR^aC(O)OR^a1$, $S(O)_p(CR^aRa^1)_r-Q$,
 $SO_2NR^aRa^1$,
 cyclopropyl substituted with 0-1 R^d ,
 cyclopentyl substituted with 0-1 R^d ,
 30 cyclohexyl substituted with 0-1 R^d ,
 phenyl substituted with 0-2 R^d , and a heterocycle
 substituted with 0-3 R^d , wherein the heterocycle is

selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, isoxazolyl, piperindinyl, and piperazinyl;

R^3 is selected from Q, C_{1-6} alkylene-Q, $C(O)(CR^aRa^1)_r-Q$,

5 $C(O)OR^a1$, $C(O)NR^aRa^1$, $C(O)NR^a(CR^aRa^1)_r-Q$, and

$S(O)_p(CR^aRa^1)_r-Q$;

Q, at each occurrence, is independently selected from H,

cyclopropyl substituted with 0-1 R^d ,

10 cyclopentyl substituted with 0-1 R^d ,

cyclohexyl substituted with 0-1 R^d ,

phenyl substituted with 0-2 R^d , and a heteroaryl

substituted with 0-3 R^d , wherein the heteroaryl is

selected from pyridyl, quinolinyl, thiazolyl, furanyl,

15 imidazolyl, and isoxazolyl;

R^4 is selected from H, methyl, and ethyl;

R^5 is selected from H, methyl, and ethyl;

20

R^c , at each occurrence, is independently selected from H,

C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br,

$=O$, NR^aRa^1 , CF_3 , $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a1$,

$(CR^aRa^1)_rC(O)NR^aRa^1$, and $(CR^aRa^1)_rS(O)_pRa^3$; and

25

r, at each occurrence, is selected from 0, 1, 2, and 3.

[7] In another preferred embodiment, the present invention

30

provides a novel compound selected from the group:

5-methyl-5-(3-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}-3-oxopropyl)-2,4,6(1H,3H,5H)-pyrimidinetrione;

4-[(2-methyl-4-quinolinyl)methoxy]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

5 4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

4-[(2-methyl-4-quinolinyl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

10

4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

15 N-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}-2-(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)acetamide;

20 tert-butyl 4-{5-[(4-[(2-methyl-4-quinolinyl)methoxy]benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}-1-piperazinecarboxylate;

4-[(2-methyl-4-quinolinyl)methoxy]-N-{[2,4,6-trioxo-5-(1-piperazinyl)hexahydro-5-pyrimidinyl)methyl]benzamide;

25 N-{[5-(4-methyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

30 4-[(2-methyl-4-quinolinyl)methoxy]-N-({2,4,6-trioxo-5-[4-(2-propynyl)-1-piperazinyl]hexahydro-5-pyrimidinyl)methyl}benzamide;

4-[(2-methyl-4-quinolinyl)methoxy]-N-({5-[4-(methylsulfonyl)-1-piperazinyl]-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl}benzamide;

5 *tert*-butyl 5-[(4-[(2-methyl-4-quinolinyl)methoxy]benzoyl}amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinylcarbamate;

10 *N*-[(5-methyl-2,4-dioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

2-(5-methyl-2,4-dioxohexahydro-5-pyrimidinyl)-*N*-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}acetamide;

15 *N*-[(5-ethyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

20 *N*-{[5-(4-benzyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

25 *N*-[(5-isopropyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

6-[(2-methyl-4-quinolinyl)methoxy]-*N*-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-2-naphthamide;

30 *N*-{[5-(4-isopropyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

N-{[5-(4-acetyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl]methyl}-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

5 4-[(2-methyl-4-quinolinyl)methoxy]-*N*-{2,4,6-trioxo-5-[4-(3-pyridinylcarbonyl)-1-piperazinyl]hexahydro-5-pyrimidinyl}methyl)benzamide;

10 *N*-[(5-benzyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

3-(2-methyl-4-quinolinyl)-*N*-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

15 *tert*-butyl 4-{5-[(4-[(2-methyl-4-quinolinyl)methoxy]benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}-1-piperidinecarboxylate;

20 4-[(2-methyl-4-quinolinyl)methoxy]-*N*-{[2,4,6-trioxo-5-(4-piperidinyl)hexahydro-5-pyrimidinyl]methyl}benzamide;

25 *N*-{5-[1-(2,2-dimethylpropanoyl)-4-piperidinyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}methyl)-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

N-(5-methyl-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl)-4-phenoxy-benzamide;

30 biphenyl-4-carboxylic acid [(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]amide;

4-[(2-methyl-4-quinolinyl)methoxy]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)-(4-pyridinyl)methyl]benzamide;

5 4-(2-methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(4-pyridin-3-ylmethyl-piperazin-1-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide;

10 N-[5-(1-methyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

15 N-[5-(1-isopropyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

4-(2-methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(1-prop-2-ynyl-piperidin-4-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide;

20

N-[5-(1-methanesulfonyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

25 4-(2-methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(1-pyridin-3-ylmethyl-piperidin-4-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide;

30 4-(2-methyl-quinolin-4-ylmethoxy)-N-{2,4,6-trioxo-5-[1-(tetrahydro-pyran-4-yl)-piperidin-4-yl]-hexahydro-pyrimidin-5-ylmethyl}-benzamide;

N-[5-(1-acetyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

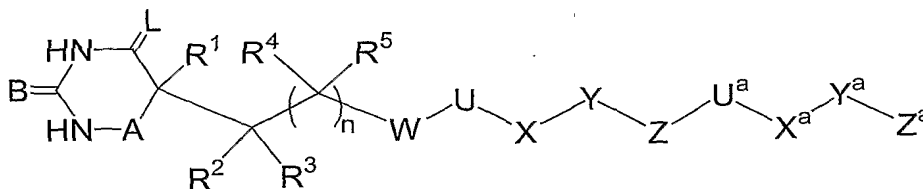
5 N-{5-[1-(2,2-dimethyl-propionyl)-piperidin-4-yl]-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl}-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide; and

10 4-(2-methyl-quinolin-4-ylmethoxy)-N-{2,4,6-trioxo-5-[1-(pyridine-3-carbonyl)-piperidin-4-yl]-hexahydro-pyrimidin-5-ylmethyl}-benzamide;

or a pharmaceutically acceptable salt form thereof.

15

[8] Thus, in an embodiment, the present invention provides a novel compound of formula I:



20

I

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is C(=O), C(=S) or CH₂;

25

B is O or S;

L is O or S;

30 W is selected from (CR^aR^{a1})_m, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1},
NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p,
5 and NR^{a1}SO₂NR^{a1};

X is absent or is selected from C₁₋₃ alkylene, C₂₋₃
alkenylene, and C₂₋₃ alkynylene;

10 Y is absent or is selected from O, NR^{a1}, S(O)_p and C(O);

Z is absent or is selected from:

a C₃₋₁₃ carbocycle substituted with 0-5 R^b; and

a 5-14 membered heterocycle comprising carbon atoms

15 and 1-4 heteroatoms selected from the group consisting
of N, O, and S(O)_p, and substituted with 0-5 R^b;

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1},
20 NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p,
and NR^{a1}SO₂NR^{a1};

X^a is absent or is selected from C₁₋₁₀ alkylene, C₂₋₁₀
alkenylene, and C₂₋₁₀ alkynylene;

25

Y^a is absent or is selected from O, NR^{a1}, S(O)_p, and C(O);

Z^a is selected from H, a C₃₋₁₃ carbocycle substituted with
0-5 R^c, and a 5-14 membered heterocycle comprising
30 carbon atoms and 1-4 heteroatoms selected from the
group consisting of N, O, and S(O)_p, and substituted
with 0-5 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

5

provided that when Z is absent, Z^a is other than H;

10

R¹ and R², together with the carbon atoms to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-3 R^c; and the carbocyclic or heterocyclic ring is optionally fused to a 5-6 membered carbocycle substituted with 0-3 R^c or a 5-6 membered heterocycle consisting of carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-3 R^c;

15

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, (CR^aR^a1)_{r1}OR^{a1}, (CR^aR^a1)_{r1}NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)OR^{a1}, (CR^aR^a1)_{r1}OC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)NR^aR^a1, (CR^aR^a1)_{r1}C(O)NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}NR^aC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}OC(O)OR^{a1}, (CR^aR^a1)_{r1}OC(O)NR^aR^a1, (CR^aR^a1)_{r1}NR^aC(O)OR^{a1}, (CR^aR^a1)_{r1}NR^aC(O)NR^aR^a1, (CR^aR^a1)_{r1}S(O)_p(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}SO₂NR^aR^a1, (CR^aR^a1)_{r1}NR^aSO₂(CR^aR^a1)_r-Q, and (CR^aR^a1)_{r1}NR^aSO₂NR^aR^a1;

25

Q, at each occurrence, is independently selected from H, CHF₂, CH₂F, CF₃, a C₃₋₁₃ carbocycle substituted with 0-5 R^d, and a 5-14 membered heterocycle comprising

30

carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^d;

5 R⁴ is selected from H, C₁₋₆ alkyl substituted with 0-1 R^b, C₂₋₆ alkenyl substituted with 0-1 R^b, and C₂₋₆ alkynyl substituted with 0-1 R^b;

10 R⁵ is selected from H, C₁₋₆ alkyl substituted with 0-1 R^b, C₂₋₆ alkenyl substituted with 0-1 R^b, and C₂₋₆ alkynyl substituted with 0-1 R^b;

n is 0 or 1;

15 alternatively, when n is 1, R⁴ and R⁵, together with the carbon atom to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR^c, and S(O)_p, and 0-2 double bonds, and
 20 substituted with 0-3 R^c; and the carbocyclic or heterocyclic ring is optionally fused to a 5-6 membered carbocycle substituted with 0-3 R^c or a 5-6 membered heterocycle consisting of carbon atoms and 1-3 heteroatoms selected from the group consisting of
 25 N, O, and S(O)_p, and substituted with 0-3 R^c;

R¹⁰, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-2 R^{c1}, C₂₋₆ alkenyl substituted with 0-2 R^{c1}, C₂₋₆ alkynyl substituted with 0-2 R^{c1}, (CR^aR^{a1})_sNR^aR^{a1}, (CR^aR^{a1})_rC(O)NR^aOH,
 30 (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(S)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_sNR^aC(O)R^{a1},

$(CR^{aRa1})_rC(S)NR^{aRa1}$, $(CR^{aRa1})_sOC(O)NR^{aRa1}$,
 $(CR^{aRa1})_sNR^{a2}C(O)OR^{a1}$, $(CR^{aRa1})_sNR^{a2}C(O)NR^{aRa1}$,
 $(CR^{aRa1})_rS(O)_pR^{a3}$, $(CR^{aRa1})_rSO_2NR^{aRa1}$, $(CR^{aRa1})_sNR^{a2}SO_2R^{a3}$,
 $(CR^{aRa1})_sNR^{a2}SO_2NR^{aRa1}$, $(CR^{aRa1})_r-C_{3-10}$ carbocycle

5 substituted with 0-2 R^{c1} , and $(CR^{aRa1})_r-5-14$ membered
 heterocycle consisting of carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

10 R^a , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, and benzyl;

R^{a1} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^e , C_{2-6} alkenyl
 15 substituted with 0-1 R^e , C_{2-6} alkynyl substituted with
 0-1 R^e , and $-(CH_2)_r-3-8$ membered carbocyclic or
 heterocyclic ring comprising carbon atoms and 0-2 ring
 heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and
 substituted with 0-3 R^e ;

20

alternatively, R^a and R^{a1} , when attached to a nitrogen, are
 taken together with the nitrogen to which they are
 attached, form a 5 or 6 membered heterocycle
 comprising carbon atoms and 0-1 additional heteroatoms
 25 selected from N, NR^{a2} , O, and $S(O)_p$;

R^{a2} , at each occurrence, is independently selected from C_{1-4}
 alkyl, phenyl, and benzyl;

30 R^{a3} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl
 substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with

0-1 R^{c1} , and $-(CH_2)_r$ -3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$, and substituted with 0-3 R^{c1} ;

5

R^b , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-1 R^{c1} , OR^a , SR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^{aRa1} , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^{aRa1}$, $C(S)NR^{aRa1}$, $NR^aC(O)NR^{aRa1}$, $OC(O)NR^{aRa1}$, $NR^aC(O)OR^a$, $S(O)_2NR^{aRa1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^{aRa1}$, $OS(O)_2NR^{aRa1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , CHF_2 , CH_2F , and phenyl;

10

R^c , at each occurrence, is independently selected from H,

15

OR^a , Cl, F, Br, I, =O, -CN, NO_2 , CF_3 , CF_2CF_3 , CH_2F ,

CHF_2 , $(CR^{aRa1})_rNR^{aRa1}$, $(CR^{aRa1})_rC(=NCN)NR^{aRa1}$,

$(CR^{aRa1})_rC(=NR^a)NR^{aRa1}$, $(CR^{aRa1})_rC(=NOR^a)NR^{aRa1}$,

$(CR^{aRa1})_{r1}C(O)NR^{aOH}$, $(CR^{aRa1})_{r1}C(O)R^{a1}$,

$(CR^{aRa1})_rC(O)OR^{a1}$, $(CR^{aRa1})_rC(S)OR^{a1}$,

20

$(CR^{aRa1})_rC(O)NR^{aRa1}$, $(CR^{aRa1})_rNR^aC(O)R^{a1}$,

$(CR^{aRa1})_rC(S)NR^{aRa1}$, $(CR^{aRa1})_rOC(O)NR^{aRa1}$,

$(CR^{aRa1})_rNR^aC(O)OR^{a1}$, $(CR^{aRa1})_rNR^aC(O)NR^{aRa1}$,

$(CR^{aRa1})_rS(O)_pR^{a3}$, $(CR^{aRa1})_rSO_2NR^{aRa1}$, $(CR^{aRa1})_rNR^aSO_2R^{a3}$,

$(CR^{aRa1})_rNR^aSO_2NR^{aRa1}$;

25

C_{1-6} alkyl substituted with 0-2 R^{c1} ;

C_{2-6} alkenyl substituted with 0-2 R^{c1} ;

C_{2-6} alkynyl substituted with 0-2 R^{c1} ;

$(CR^{aRa1})_r$ - C_{3-10} carbocycle substituted with 0-2 R^{c1} ; and

$(CR^{aRa1})_r$ -5-14 membered heterocycle comprising carbon

30

atoms and 1-4 heteroatoms selected from the group

consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1};

alternatively, when two R^c groups are attached to the same carbon atom, they form a spiro ring C that is a 3-11 membered carbocycle or heterocycle substituted with 0-2 R^{c1} and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and S(O)_p, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

R^{c1}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)OR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, OCF₃, CF₂CF₃, CH₂F, and CHF₂;

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a, C(O)NR^aR^{a1}, C(S)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)OR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃,

CF₂CF₃, (CH₂)_r-C₃₋₁₀ carbocycle substituted with 0-2 R^e,
 and a (CH₂)_r-5-14 membered heterocycle comprising
 carbon atoms and 1-4 heteroatoms selected from the
 group consisting of N, O, and S(O)_p, and substituted
 5 with 0-2 R^e;

R^e, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^a,
 C(O)R^a, C(O)OR^a, C(O)NR^aR^a, R^aNC(O)NR^aR^a, OC(O)NR^aR^a,
 10 R^aNC(O)OR^a, S(O)₂NR^aR^a, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^a,
 OS(O)₂NR^aR^a, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, OCF₃, CF₂CF₃,
 CH₂F, and CHF₂;

m, at each occurrence, is selected from 0, 1, 2 and 3;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

20 r₁, at each occurrence, is selected from 0, 1, 2, 3, and 4;

s, at each occurrence, is selected from 2, 3, and 4; and

provided that when A is C(=O), B is O, L is O, and R¹ and
 25 R², together with the carbon atoms to which they are
 attached, combine to form 1,1-cyclopropyl,

(i) Z is absent, then Z^a is other than phenyl;

(ii) Z is phenylene, then Z^a is other than H.

30 [9] In another embodiment, the present invention provides
 a novel compound, wherein;

W is $(\text{CHRa})_m$ or C_{2-3} alkenylene;

U is absent or is selected from: O, NR^{a1} , $\text{C}(\text{O})$, $\text{CR}^{\text{a}}(\text{OH})$,
 $\text{C}(\text{O})\text{O}$, $\text{OC}(\text{O})$, $\text{C}(\text{O})\text{NR}^{\text{a1}}$, $\text{NR}^{\text{a1}}\text{C}(\text{O})$, $\text{S}(\text{O})_p$, $\text{S}(\text{O})_p\text{NR}^{\text{a1}}$, and
 5 $\text{NR}^{\text{a1}}\text{S}(\text{O})_p$;

X is absent or C_{1-3} alkylene;

U^{a} is absent or is selected from: O, NR^{a1} , $\text{C}(\text{O})$, $\text{CR}^{\text{a}}(\text{OH})$,
 10 $\text{C}(\text{O})\text{O}$, $\text{C}(\text{O})\text{NR}^{\text{a1}}$, $\text{NR}^{\text{a1}}\text{C}(\text{O})$, $\text{S}(\text{O})_p$, $\text{S}(\text{O})_p\text{NR}^{\text{a1}}$, and
 $\text{NR}^{\text{a1}}\text{S}(\text{O})_p$;

X^{a} is absent or is selected from C_{1-4} alkylene, C_{2-4}
 alkenylene, and C_{2-4} alkynylene;

15 Y^{a} is absent or is selected from O and NR^{a1} ;

provided that U, Y, Z, U^{a} , Y^{a} , and Z^{a} do not combine to form
 a N-N, N-O, O-N, O-O, $\text{S}(\text{O})_p\text{-O}$, $\text{O-S}(\text{O})_p$ or $\text{S}(\text{O})_p\text{-S}(\text{O})_p$
 20 group;

R^1 and R^2 , together with the carbon atoms to which they are
 attached, combine to form a 3-8 membered carbocyclic
 or heterocyclic ring comprising carbon atoms, 0-2 ring
 25 heteroatoms selected from O, N, NR^{10} , and $\text{S}(\text{O})_p$, and 0-
 2 double bonds, and substituted with 0-3 R^{c} ;

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r1}}\text{OR}^{\text{a1}}$,
 30 $(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r1}}\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r1}}\text{C}(\text{O})(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r}}\text{-Q}$,
 $(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{Ra}^{\text{1}}$,
 $(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{a}}\text{Ra}^{\text{1}})_{\text{r}}\text{-Q}$,

$(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{aC}}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{aC}}(\text{O})\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}$, and
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$;

5 Q, at each occurrence, is independently selected from H,
 CF_3 , a $\text{C}_3\text{-13}$ carbocycle substituted with 0-5 R^{d} , and a
 5-14 membered heterocycle comprising carbon atoms and
 1-4 heteroatoms selected from the group consisting of
 N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-5 R^{d} ;

10

R^4 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
 alkynyl;

R^5 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
 15 alkynyl;

n is 0 or 1;

20 alternatively, when n is 1, R^4 and R^5 , together with the
 carbon atom to which they are attached, combine to
 form a 3-8 membered carbocyclic or heterocyclic ring
 comprising carbon atoms, 0-2 ring heteroatoms selected
 from O, N, NR^{10} , and $\text{S}(\text{O})_{\text{p}}$, and 0-2 double bonds, and
 substituted with 0-3 R^{c} ;

25

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-2 R^{c1} , C_{2-6} alkenyl
 substituted with 0-2 R^{c1} , C_{2-6} alkynyl substituted with
 0-2 R^{c1} , $(\text{CR}^{\text{aRa1}})_{\text{s}}\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{R}^{\text{a1}}$,
 30 $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{s}}\text{NR}^{\text{aC}}(\text{O})\text{R}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a3}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{SO}_2\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{s}}\text{NR}^{\text{a}}\text{SO}_2\text{R}^{\text{a3}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-C}_3\text{-10}$

carbocycle substituted with 0-2 R^{c1} , and $(CR^{a1}Ra^1)_r$ -5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

5

R^c , at each occurrence, is independently selected from H,

OR^a , Cl, F, Br, =O, -CN, NO_2 , $NR^{a1}Ra^1$, CF_3 ,

$(CR^{a1}Ra^1)_rC(O)Ra^1$, $(CR^{a1}Ra^1)_rC(O)OR^a$, $(CR^{a1}Ra^1)_rC(O)NR^{a1}Ra^1$,

$(CR^{a1}Ra^1)_rNR^aC(O)Ra^1$, $(CR^{a1}Ra^1)_rS(O)_pRa^3$,

10

$(CR^{a1}Ra^1)_rSO_2NR^{a1}Ra^1$, $(CR^{a1}Ra^1)_rNR^aSO_2Ra^3$;

C_{1-6} alkyl substituted with 0-1 R^{c1} ;

C_{2-6} alkenyl substituted with 0-1 R^{c1} ;

C_{2-6} alkynyl substituted with 0-1 R^{c1} ;

$(CH_2)_r$ - C_{3-6} carbocycle substituted with 0-2 R^{c1} ; and

15

$(CH_2)_r$ -5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to the same

20

carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 R^{c1} and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and $S(O)_p$, and 0-2 double bonds, provided that ring C contains other than

25

a S-S, O-O, or S-O bond; and

alternatively, when two R^c groups are attached to adjacent

30

carbon atoms, together with the carbon atoms to which they are attached, form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected

from the group consisting of N, O, and S(O)_p, and 0-3 double bonds.

5 [10] In another embodiment, the present invention provides a novel compound, wherein;

A is C(=O) or CH₂;

10 B is O;

L is O;

U is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
15 NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

X is absent, methylene or ethylene;

Z is absent or is selected from:

20 a C₃₋₈ cycloalkyl substituted with 0-5 R^b;
a C₃₋₈ cycloalkenyl substituted with 0-5 R^b;
phenyl substituted with 0-5 R^b;
naphthyl substituted with 0-5 R^b; and
a 5-14 membered heterocycle comprising carbon atoms
25 and 1-4 heteroatoms selected from the group consisting
of N, O, and S(O)_p, and substituted with 0-5 R^b;

U^a is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

30

Z^a is selected from H, a C₅₋₁₀ carbocycle substituted with
0-5 R^c, and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the

group consisting of N, O, and S(O)_p, and substituted
with 0-5 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
5 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

provided that when Z is absent, Z^a is other than H;

10 R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}OR^{a1},
(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^aR^{a1},
(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1},
15 (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q, and (CR^aR^{a1})_{r1}SO₂NR^aR^{a1};

Q, at each occurrence, is independently selected from H, a
C₃₋₁₀ carbocycle substituted with 0-3 R^d, and a 5-14
membered heterocycle comprising carbon atoms and 1-4
20 heteroatoms selected from the group consisting of N,
O, and S(O)_p, and substituted with 0-3 R^d;

R⁴ is selected from H and C₁₋₆ alkyl;

25 R⁵ is selected from H and C₁₋₆ alkyl;

R¹⁰, at each occurrence, is independently selected from H,
C₁₋₆ alkyl substituted with 0-1 R^{c1}, C₂₋₆ alkenyl
substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with
30 0-1 R^{c1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
(CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},
(CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_r-C₃₋₆ carbocycle substituted

with 0-2 R^{C1} , and $(CR^aR^{a1})_{r-5-10}$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^{C1} ;

5

R^a , at each occurrence, is independently selected from H and C_{1-6} alkyl;

10

R^{a1} , at each occurrence, is independently selected from H, C_{1-6} alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl, and 4-pyridinyl;

15

alternatively, R^a and R^{a1} , when attached to a nitrogen, are taken together with the nitrogen to which they are attached, form a 5 or 6 membered heterocycle comprising carbon atoms and 0-1 additional heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$;

20

R^{a3} , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and $-(CH_2)_{r-3-8}$ membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$ and substituted with 0-3 R^{C1} ;

25

R^C , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, $=O$, NR^aR^{a1} , CF_3 , $(CR^aR^{a1})_rC(O)R^{a1}$, $(CR^aR^{a1})_rC(O)OR^{a1}$, $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $(CR^aR^{a1})_rS(O)_pR^{a3}$, $(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aSO_2R^{a3}$, C_{3-6} carbocycle substituted with 0-2 R^{C1} ; and

30

5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^{c1};

5 alternatively, when two R^c groups are attached to the same carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 R^{c1} and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and S(O)_p, and 0-2
10 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which
15 they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

20

R^{c1}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂, C(O)OR^a, and C(O)NR^aR^{a1};

25 R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, (CH₂)_r-C₃₋₆ carbocycle substituted with 0-2 R^e,
30 and a 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p; and

R^e, at each occurrence, is independently selected from H, C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂, C(O)OR^a, and C(O)NR^aR^a.

5

[11] In another embodiment, the present invention provides a novel compound, wherein;

W is (CH₂)_m or C₂₋₃ alkenylene;

10

Z is absent or selected from:

a C₄₋₈ cycloalkyl substituted with 0-3 R^b;

a C₄₋₈ cycloalkenyl substituted with 0-3 R^b;

phenyl substituted with 0-3 R^b;

15

naphthyl substituted with 0-3 R^b;

a 5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-3 R^b; and said 5-10 membered heterocycle is selected from the

20

group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl,

25

pyrrolinyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl,

benzoxazolyl, benzthiazolyl, benztriazolyl,

benzisoxazolyl, benzisothiazolyl, quinolinyl,

tetrahydroquinolinyl, isoquinolinyl, tetrahydro-

30

isoquinolinyl, indazolyl, isobenzofuranyl,

isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,

methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and

1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

Z^a is selected from: H;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c; and a 5-10 membered heterocycle comprising carbon atoms and 1-4

heteroatoms selected from the group consisting of N,

O, and S(O)_p and substituted with 0-3 R^c; and said 5-10

membered heterocycle is selected from the group:

furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl,

imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-

isoxazolyl, thiophenyl, triazinyl, pyridyl,

pyrimidinyl, piperazinyl, piperidinyl, pyranyl,

pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl,

pyrrolinyl, indolyl, indolinyl, benzimidazolyl,

benzothiazinyl, benzofuranyl, benzothiophenyl,

benzoxazolyl, benzthiazolyl, benztriazolyl,

benzisoxazolyl, benzisothiazolyl, quinolinyl,

tetrahydroquinolinyl, isoquinolinyl, tetrahydro-

isoquinolinyl, indazolyl, isobenzofuranyl,

isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,

methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and

1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form

a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p

group;

provided that when Z is absent, Z^a is other than H;

R¹ and R², together with the carbon atoms to which they are

attached, combine to form a 4-7 membered carbocyclic

or heterocyclic ring comprising carbon atoms, 0-2 ring

heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-

2 double bonds, and substituted with 0-3 R^c;

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 $(CR^aRa^1)_{r1}OR^a$, $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)OR^a$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$,
5 $(CR^aRa^1)_{r1}NR^aC(O)OR^a$, $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$, and
 $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

Q, at each occurrence, is independently selected from H, a
 C_{3-6} carbocycle substituted with 0-3 R^d , and a 5-10
10 membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$ and substituted with 0-3 R^d ;

R^a , at each occurrence, is independently selected from H
15 and C_{1-6} alkyl;

R^{a1} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
and 4-pyridinyl;

20 R^{a3} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, and benzyl;

R^b , at each occurrence, is independently selected from C_{1-4}
25 alkyl, OR^a , Cl, F, =O, NR^aRa^1 , $C(O)R^a$, $C(O)OR^a$,
 $C(O)NR^aRa^1$, $S(O)_2NR^aRa^1$, $S(O)_pR^{a3}$, and CF_3 ;

R^c , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br,
30 =O, NR^aRa^1 , CF_3 , $(CR^aRa^1)_rC(O)R^a$, $(CR^aRa^1)_rC(O)OR^a$,
 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rNR^aC(O)R^a$,
 $(CR^aRa^1)_rS(O)_pR^{a3}$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2R^{a3}$;

C₃₋₆ carbocycle substituted with 0-2 R^{c1}; and
5-6 membered heterocycle comprising carbon atoms and
1-4 heteroatoms selected from the group consisting of
N, O, and S(O)_p and substituted with 0-2 R^{c1}; and

5

R^d, at each occurrence, is independently selected from C₁₋₆

alkyl substituted with 0-1 R^e, C₂₋₆ alkenyl, C₂₋₆
alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a,
C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, and
10 (CH₂)_r-phenyl substituted with 0-2 R^e.

[12] In another embodiment, the present invention provides
a novel compound, wherein;

15

X is absent or is methylene;

Y is absent or is O;

20 Z is absent or is selected from:

phenyl substituted with 0-3 R^b;
naphthyl substituted with 0-3 R^b;
thiophenyl substituted with 0-2 R^b;
oxazolyl substituted with 0-1 R^b;
25 isoxazolyl substituted with 0-1 R^b; and
thiazolyl substituted with 0-1 R^b;

U^a is absent or is O;

30 Y^a is absent or is O;

Z^a is selected from: H;

phenyl substituted with 0-3 R^c;

pyridyl substituted with 0-3 R^c;
 indolyl substituted with 0-3 R^c;
 quinolinyl substituted with 0-3 R^c;
 benzimidazolyl substituted with 0-3 R^c; and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl
 substituted with 0-3 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
 group;

provided that when Z is absent, Z^a is other than H;

R¹ and R², together with the carbon atoms to which they are
 attached, combine to form a 5-6 membered carbocyclic
 or heterocyclic ring comprising carbon atoms, 0-2 ring
 heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
 2 double bonds, and substituted with 0-3 R^c;

R³ is selected from Q, C₁₋₆ alkylene-Q, (CR^aR^a1)_rOR^a1,
 (CR^aR^a1)_rNR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_rC(O)(CR^aR^a1)_r-Q,
 (CR^aR^a1)_rC(O)OR^a1, (CR^aR^a1)_rC(O)NR^aR^a1,
 (CR^aR^a1)_rNR^aC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_rNR^aC(O)OR^a1,
 (CR^aR^a1)_rS(O)_p(CR^aR^a1)_s-Q, and (CR^aR^a1)_rSO₂NR^aR^a1;

R⁴ is selected from H and C₁₋₄ alkyl;

R⁵ is selected from H and C₁₋₄ alkyl;

n is 0 or 1;

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl
substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with
0-1 R^{c1} , $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a1$,
5 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_r-C_{3-6}$ carbocycle substituted
with 0-2 R^{c1} , and $(CR^aRa^1)_r-5-6$ membered heterocycle
consisting of carbon atoms and 1-4 heteroatoms
selected from the group consisting of N, O, and $S(O)_p$
10 and substituted with 0-2 R^{c1} ; and

R^c , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br,
 $=O$, NR^aRa^1 , CF_3 , $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a1$,
15 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, and phenyl.

[13] In another embodiment, the present invention provides
20 a novel compound, wherein;

R^3 is selected from Q, C_{1-6} alkylene-Q, $C(O)(CR^aRa^1)_r-Q$,
 $C(O)OR^a1$, $C(O)NR^aRa^1$, $C(O)NR^a(CR^aRa^1)_r-Q$, and
 $S(O)_p(CR^aRa^1)_r-Q$;

25 Q, at each occurrence, is independently selected from H,
cyclopropyl substituted with 0-1 R^d ,
cyclopentyl substituted with 0-1 R^d ,
cyclohexyl substituted with 0-1 R^d ,
30 phenyl substituted with 0-2 R^d , and a heteroaryl
substituted with 0-3 R^d , wherein the heteroaryl is

selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R⁴ is selected from H, methyl, and ethyl;

5

R⁵ is selected from H, methyl, and ethyl;

R^{a2}, at each occurrence, is independently selected from H, methyl, and ethyl;

10

R^c, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^{aRa1}, CF₃, (CR^{aRa1})_rC(O)R^{a1}, (CR^{aRa1})_rC(O)OR^{a1}, (CR^{aRa1})_rC(O)NR^{aRa1}, and (CR^{aRa1})_rS(O)_pR^{a3}; and

15

r, at each occurrence, is selected from 0, 1, 2, and 3.

20 [14] In another preferred embodiment, the present invention provides a novel compound selected from the group:

4-[(2-methyl-4-quinolinyl)methoxy]-N-(1,3,5-trioxo-2,4-diazaspiro[5.5]undec-7-yl)benzamide trifluoroacetate;

25

4-[(2-methyl-4-quinolinyl)methoxy]-N-(6,8,10-trioxo-7,9-diazaspiro[4.5]dec-1-yl)benzamide trifluoroacetate;

30

4-[4-(2-methyl-quinolin-4-ylmethoxy)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid tert-butyl ester;

35

4-[4-(1,1-dioxo-2,3-dihydro-1H-1λ⁶-benzo[1,4]thiazin-4-ylmethyl)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid tert-butyl ester;

4 - [4 - (2-isopropyl-benzoimidazol-1-ylmethyl) -benzoylamino] -
6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-
carboxylic acid tert-butyl ester;

5 4 - [4 - (2-methyl-quinolin-4-ylmethyl) -benzoylamino] -6,8,10-
trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid
tert-butyl ester;

10 4 - (2-methyl-quinolin-4-ylmethoxy) -N - (6,8,10-trioxo-2-oxa-
7,9-diaza-spiro[4.5]dec-4-yl) -benzamide;

15 7 - [4 - (2-methyl-quinolin-4-ylmethoxy) -benzoylamino] -1,3,5-
trioxo-2,4,9-triaza-spiro[5.5]undecane-9-carboxylic
acid tert-butyl ester;

N - (2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl) -
4 - (2-methyl-quinolin-4-ylmethoxy) -benzamide;

20 N - (2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-
spiro[4.5]dec-4-yl) -4 - (2-methyl-quinolin-4-ylmethoxy) -
benzamide;

25 N - [2 - (2,2-dimethyl-propionyl) -6,8,10-trioxo-2,7,9-triaza-
spiro[4.5]dec-4-yl] -4 - (2-methyl-quinolin-4-ylmethoxy) -
benzamide;

30 4 - (2-methyl-quinolin-4-ylmethoxy) -N - [6,8,10-trioxo-2-
(pyridine-3-carbonyl) -2,7,9-triaza-spiro[4.5]dec-4-
yl] -benzamide;

N - (2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl) -
4 - (2-methyl-quinolin-4-ylmethyl) -benzamide;

N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethyl)-benzamide

5 N-(2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-isopropyl-benzoimidazol-1-ylmethyl)-benzamide;

4-(2-isopropyl-benzoimidazol-1-ylmethyl)-N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-benzamide;

10

N-(2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(1,1-dioxo-2,3-dihydro-1H-1 λ ⁶-benzo[1,4]thiazin-4-ylmethyl)-benzamide;

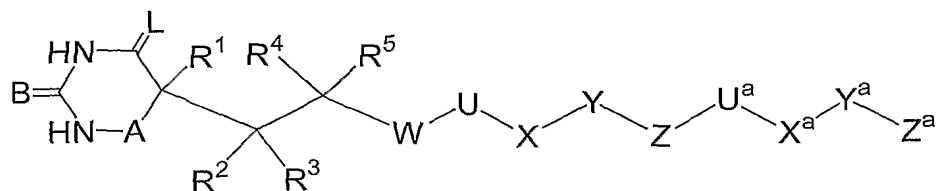
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4-(1,1-Dioxo-2,3-dihydro-1H-1 λ ⁶-benzo[1,4]thiazin-4-ylmethyl)-N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-benzamide; and

20 1-(4-phenoxy)phenyl-5,7-diazaspiro[2.5]octane-4,6,8-trione;

or a pharmaceutically acceptable salt form thereof.

25 [15] Thus, in an embodiment, the present invention provides a novel compound of formula II:



II

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

30

A is C(=O), C(=S) or CH₂;

B is O or S;

5 L is O or S;

W is selected from (CR^aR^{a1})_m, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

10 U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p, and NR^{a1}SO₂NR^{a1};

15 X is absent or is selected from C₁₋₃ alkylene, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

Y is absent or is selected from O, NR^{a1}, S(O)_p and C(O);

20 Z is absent or is selected from:
a C₃₋₁₃ carbocycle substituted with 0-5 R^b; and
a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-5 R^b;

25

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p, and NR^{a1}SO₂NR^{a1};

30

X^a is absent or is selected from C₁₋₁₀ alkylene, C₂₋₁₀ alkenylene, and C₂₋₁₀ alkynylene;

Y^a is absent or is selected from O, NR^{a1} , $S(O)_p$, and $C(O)$;

Z^a is selected from H, a C_3-13 carbocycle substituted with
 5 0-5 R^c , and a 5-14 membered heterocycle comprising
 carbon atoms and 1-4 heteroatoms selected from the
 group consisting of N, O, and $S(O)_p$ and substituted
 with 0-5 R^c ;

10 provided that U, Y, Z, U^a , Y^a , and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, $S(O)_p-O$, $O-S(O)_p$ or $S(O)_p-S(O)_p$
 group;

provided that when Z is absent, Z^a is other than H;

15

R^1 and R^4 , together with the carbon atoms to which they are
 attached, combine to form a 3-8 membered carbocyclic
 or heterocyclic ring comprising carbon atoms, 0-2 ring
 heteroatoms selected from O, N, NR^{10} , and $S(O)_p$, and 0-
 20 2 double bonds, and substituted with 0-3 R^c ; and the
 carbocyclic or heterocyclic ring is optionally fused
 to a 5-6 membered carbocycle substituted with 0-3 R^c or
 a 5-6 membered heterocycle consisting of carbon atoms
 and 1-3 heteroatoms selected from the group consisting
 25 of N, O, and $S(O)_p$, and substituted with 0-3 R^c ;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q^1$,
 30 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q^1$,

$(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}^1$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}^1$, and $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}$;

Q^1 , at each occurrence, is independently selected from H, a
 5 C_{3-13} carbocycle substituted with 0-5 R^{d} , and a 5-14
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-5 R^{d} ;

10 R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$,
 15 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OC}(\text{O})\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, and
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2\text{NR}^{\text{aRa1}}$;

20

Q , at each occurrence, is independently selected from H,
 CHF_2 , CH_2F , CF_3 , a C_{3-13} carbocycle substituted with
 0-5 R^{d} , and a 5-14 membered heterocycle comprising
 carbon atoms and 1-4 heteroatoms selected from the
 25 group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$ and substituted
 with 0-5 R^{d} ;

R^5 is selected from H, C_{1-6} alkyl substituted with 0-1 R^{b} ,
 C_{2-6} alkenyl substituted with 0-1 R^{b} , and C_{2-6} alkynyl
 30 substituted with 0-1 R^{b} ;

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-2 R^{C1} , C_{2-6} alkenyl
substituted with 0-2 R^{C1} , C_{2-6} alkynyl substituted with
0-2 R^{C1} , $(CR^aRa^1)_sNR^aRa^1$, $(CR^aRa^1)_rC(O)NR^aOH$,
5 $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)ORa^1$, $(CR^aRa^1)_rC(S)ORa^1$,
 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_sNR^aC(O)Ra^1$,
 $(CR^aRa^1)_rC(S)NR^aRa^1$, $(CR^aRa^1)_sOC(O)NR^aRa^1$,
 $(CR^aRa^1)_sNR^aC(O)ORa^1$, $(CR^aRa^1)_sNR^aC(O)NR^aRa^1$,
 $(CR^aRa^1)_rS(O)_pRa^3$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_sNR^aSO_2Ra^3$,
10 $(CR^aRa^1)_sNR^aSO_2NR^aRa^1$, $(CR^aRa^1)_{r-C_3-10}$ carbocycle
substituted with 0-2 R^{C1} , and $(CR^aRa^1)_{r-5-14}$ membered
heterocycle consisting of carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$ and substituted with 0-2 R^{C1} ;

15

R^a , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, and benzyl;

20

Ra^1 , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^e , C_{2-6} alkenyl
substituted with 0-1 R^e , C_{2-6} alkynyl substituted with
0-1 R^e , and $-(CH_2)_{r-3-8}$ membered carbocyclic or
heterocyclic ring comprising carbon atoms and 0-2 ring
heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$ and
25 substituted with 0-3 R^e ;

25

alternatively, R^a and Ra^1 , when attached to a nitrogen, are
taken together with the nitrogen to which they are
attached, form a 5 or 6 membered heterocycle
30 comprising carbon atoms and 0-1 additional heteroatoms
selected from N, NR^{a2} , O, and $S(O)_p$;

30

R^{a2}, at each occurrence, is independently selected from C₁₋₄ alkyl, phenyl, and benzyl;

R^{a3}, at each occurrence, is independently selected from H,
 5 C₁₋₆ alkyl substituted with 0-1 R^{c1}, C₂₋₆ alkenyl substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with 0-1 R^{c1}, and -(CH₂)_r-3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and S(O)_p and
 10 substituted with 0-3 R^{c1};

R^b, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-1 R^{c1}, OR^a, SR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1},
 15 C(S)NR^aR^{a1}, NR^aC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, NR^aC(O)OR^a, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, CF₂CF₃, CHF₂, CH₂F, and phenyl;

20 R^c, at each occurrence, is independently selected from H, OR^a, Cl, F, Br, I, =O, -CN, NO₂, CF₃, CF₂CF₃, CH₂F, CHF₂, (CR^aR^{a1})_rNR^aR^{a1}, (CR^aR^{a1})_rC(=NCN)NR^aR^{a1}, (CR^aR^{a1})_rC(=NRA)NR^aR^{a1}, (CR^aR^{a1})_rC(=NOR^a)NR^aR^{a1}, (CR^aR^{a1})_r1C(O)NR^aOH, (CR^aR^{a1})_r1C(O)R^{a1},
 25 (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(S)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rNR^aC(O)R^{a1}, (CR^aR^{a1})_rC(S)NR^aR^{a1}, (CR^aR^{a1})_rOC(O)NR^aR^{a1}, (CR^aR^{a1})_rNR^aC(O)OR^{a1}, (CR^aR^{a1})_rNR^aC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_rNR^aSO₂R^{a3},
 30 and (CR^aR^{a1})_rNR^aSO₂NR^aR^{a1};
 C₁₋₆ alkyl substituted with 0-2 R^{c1};

C₂₋₆ alkenyl substituted with 0-2 R^{c1};

C₂₋₆ alkynyl substituted with 0-2 R^{c1};

(CR^{aRa1})_r-C₃₋₁₀ carbocycle substituted with 0-2 R^{c1}; and

(CR^{aRa1})_r-5-14 membered heterocycle comprising carbon

atoms and 1-4 heteroatoms selected from the group

consisting of N, O, and S(O)_p and substituted with 0-2 R^{c1};

alternatively, when two R^c groups are attached to the same

carbon atom, they form a spiro ring C that is a 3-11

membered carbocycle or heterocycle substituted with 0-

2 R^{c1} and comprising: carbon atoms, 0-4 ring

heteroatoms selected from O, N, and S(O)_p, and 0-2

double bonds, provided that ring C contains other than

a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent

carbon atoms, together with the carbon atoms to which

they are attached they form a 5-7 membered carbocyclic

or heterocyclic ring D substituted with 0-2 R^{c1} and

consisting of carbon atoms, 0-2 heteroatoms selected

from the group consisting of N, O, and S(O)_p, and 0-3

double bonds;

R^{c1}, at each occurrence, is independently selected from H,

C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^{aRa1},

C(O)R^a, C(O)OR^a, C(O)NR^{aRa1}, R^aNC(O)NR^{aRa1}, OC(O)NR^{aRa1},

R^aNC(O)OR^{a1}, S(O)₂NR^{aRa1}, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^{aRa1},

OS(O)₂NR^{aRa1}, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, OCF₃, CF₂CF₃,

CH₂F, and CHF₂;

R^d , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^e , C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^{aRa1} , $C(O)R^{a1}$, $C(O)OR^a$, $C(O)NR^{aRa1}$, $C(S)NR^{aRa1}$, $R^aNC(O)NR^{aRa1}$,
 5 $OC(O)NR^{aRa1}$, $R^aNC(O)OR^{a1}$, $S(O)_2NR^{aRa1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^{aRa1}$, $OS(O)_2NR^{aRa1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , $(CH_2)_r-C_{3-10}$ carbocycle substituted with 0-2 R^e , and a $(CH_2)_r-5-14$ membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the
 10 group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^e ;

R^e , at each occurrence, is independently selected from H, C_{1-6} alkyl, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^{aRa} ,
 15 $C(O)R^a$, $C(O)OR^a$, $C(O)NR^{aRa}$, $R^aNC(O)NR^{aRa}$, $OC(O)NR^{aRa}$, $R^aNC(O)OR^a$, $S(O)_2NR^{aRa}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^{aRa}$, $OS(O)_2NR^{aRa}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3 , OCF_3 , CF_2CF_3 , CH_2F , and CHF_2 ;

20 m , at each occurrence, is selected from 0, 1, 2 and 3;

p , at each occurrence, is selected from 0, 1, and 2;

r , at each occurrence, is selected from 0, 1, 2, 3, and 4;

25

r_1 , at each occurrence, is selected from 0, 1, 2, 3, and 4;

s , at each occurrence, is selected from 2, 3, and 4; and

30 provided that when A is $C(=O)$, B is O, L is O, and R^1 and R^4 , together with the carbon atoms to which they are attached, combine to form a 1,3-cyclobutane,

- (i) Z is absent, then Z^a is other than spiro[3.3]heptane;
- (ii) Z is spiro[3.3]heptane, then Z^a is other than H.

5

[16] In another embodiment, the present invention provides a novel compound, wherein;

10 W is (CHR^a)_m or C₂₋₃ alkenylene;

U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

15

X is absent or C₁₋₃ alkylene;

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

20

X^a is absent or is selected from C₁₋₄ alkylene, C₂₋₄ alkenylene, and C₂₋₄ alkynylene;

25 Y^a is absent or is selected from O and NR^{a1};

R¹ and R⁴, together with the carbon atoms to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-3 R^c;

30

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
5 $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}C(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q^1$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

Q^1 , at each occurrence, is independently selected from H, a
 C_{3-10} carbocycle substituted with 0-5 R^d , and a 5-10
10 membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$ and substituted with 0-5 R^d ;

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
15 C_{2-6} alkynylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)NR^aRa^1$,
 $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
20 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}SO_2NR^aRa^1$, and
 $(CR^aRa^1)_{r1}NR^aSO_2(CR^aRa^1)_r-Q$;

Q, at each occurrence, is independently selected from H,
 CF_3 , a C_{3-13} carbocycle substituted with 0-5 R^d , and a
25 5-14 membered heterocycle comprising carbon atoms and
1-4 heteroatoms selected from the group consisting of
N, O, and $S(O)_p$ and substituted with 0-5 R^d ;

R^5 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
30 alkynyl;

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-2 R^{C1} , C_{2-6} alkenyl
substituted with 0-2 R^{C1} , C_{2-6} alkynyl substituted with
0-2 R^{C1} , $(CR^aRa^1)_sNR^aRa^1$, $(CR^aRa^1)_rC(O)Ra^1$,
5 $(CR^aRa^1)_rC(O)OR^a$, $(CR^aRa^1)_rC(O)NR^aRa^1$,
 $(CR^aRa^1)_sNR^aC(O)Ra^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_sNR^aSO_2Ra^3$, $(CR^aRa^1)_r-C_{3-10}$
carbocycle substituted with 0-2 R^{C1} , and $(CR^aRa^1)_r-5-14$
membered heterocycle consisting of carbon atoms and
10 1-4 heteroatoms selected from the group consisting of
N, O, and $S(O)_p$ and substituted with 0-2 R^{C1} ;

R^C , at each occurrence, is independently selected from H,
 OR^a , Cl, F, Br, =O, -CN, NO_2 , NR^aRa^1 , CF_3 ,
15 $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a$, $(CR^aRa^1)_rC(O)NR^aRa^1$,
 $(CR^aRa^1)_rNR^aC(O)Ra^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2Ra^3$;
 C_{1-6} alkyl substituted with 0-1 R^{C1} ;
 C_{2-6} alkenyl substituted with 0-1 R^{C1} ;
20 C_{2-6} alkynyl substituted with 0-1 R^{C1} ;
 $(CH_2)_r-C_{3-6}$ carbocycle substituted with 0-2 R^{C1} ; and
 $(CH_2)_r-5-6$ membered heterocycle comprising carbon atoms
and 1-4 heteroatoms selected from the group consisting
of N, O, and $S(O)_p$ and substituted with 0-2 R^{C1} ;

25 alternatively, when two R^C groups are attached to the same
carbon atom, they form a spiro ring C that is a 3-8
membered carbocycle or heterocycle substituted with 0-
2 R^{C1} and comprising: carbon atoms, 0-4 ring
30 heteroatoms selected from O, N, and $S(O)_p$, and 0-2
double bonds, provided that ring C contains other than
a S-S, O-O, or S-O bond; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and 0-3 double bonds.

10

[17] In another embodiment, the present invention provides a novel compound, wherein;

A is $C(=O)$ or CH_2 ;

15

B is O;

L is O;

20

U is absent or is selected from: O, NR^{a1} , $C(O)$, $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, $S(O)_pNR^{a1}$, and $NR^{a1}S(O)_p$;

X is absent, methylene or ethylene;

25

Z is absent or is selected from:

a C_{3-8} cycloalkyl substituted with 0-5 R^b ;

a C_{3-8} cycloalkenyl substituted with 0-5 R^b ;

phenyl substituted with 0-5 R^b ;

naphthyl substituted with 0-5 R^b ; and

30

a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-5 R^b ;

U^a is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

Z^a is selected from H, a C₅₋₁₀ carbocycle substituted with
0-5 R^c, and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the
group consisting of N, O, and S(O)_p and substituted
with 0-5 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

provided that when Z is absent, Z^a is other than H;

R² is selected from Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹,
(CR^aR^{a1})_{r1}OR^{a1}, (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q¹,
(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1},
(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q¹, (CR^aR^{a1})_{r1}C(O)OR^{a1},
(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q¹, and (CR^aR^{a1})_{r1}SO₂NR^aR^{a1};

Q¹, at each occurrence, is independently selected from H, a
C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and S(O)_p and substituted with 0-3 R^d;

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}OR^{a1},
(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^aR^{a1},

$(\text{CR}^a\text{Ra}^1)_{r1}\text{NR}^a\text{C}(\text{O})(\text{CR}^a\text{Ra}^1)_r\text{-Q}$, $(\text{CR}^a\text{Ra}^1)_{r1}\text{NR}^a\text{C}(\text{O})\text{OR}^a1$,
 $(\text{CR}^a\text{Ra}^1)_{r1}\text{S}(\text{O})_p(\text{CR}^a\text{Ra}^1)_r\text{-Q}$, and $(\text{CR}^a\text{Ra}^1)_{r1}\text{SO}_2\text{NR}^a\text{Ra}^1$;

Q, at each occurrence, is independently selected from H, a
 5 C_{3-10} carbocycle substituted with 0-3 R^d , and a 5-14
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and $\text{S}(\text{O})_p$ and substituted with 0-3 R^d ;

10 R^5 is selected from H and C_{1-6} alkyl;

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 $\text{R}^{\text{c}1}$, C_{2-6} alkenyl
 substituted with 0-1 $\text{R}^{\text{c}1}$, C_{2-6} alkynyl substituted with
 15 0-1 $\text{R}^{\text{c}1}$, $(\text{CR}^a\text{Ra}^1)_r\text{C}(\text{O})\text{Ra}^1$, $(\text{CR}^a\text{Ra}^1)_r\text{C}(\text{O})\text{OR}^a1$,
 $(\text{CR}^a\text{Ra}^1)_r\text{C}(\text{O})\text{NR}^a\text{Ra}^1$, $(\text{CR}^a\text{Ra}^1)_r\text{S}(\text{O})_p\text{Ra}^3$,
 $(\text{CR}^a\text{Ra}^1)_r\text{SO}_2\text{NR}^a\text{Ra}^1$, $(\text{CR}^a\text{Ra}^1)_r\text{-C}_{3-6}$ carbocycle substituted
 with 0-2 $\text{R}^{\text{c}1}$, and $(\text{CR}^a\text{Ra}^1)_r\text{-5-10}$ membered heterocycle
 consisting of carbon atoms and 1-4 heteroatoms
 20 selected from the group consisting of N, O, and $\text{S}(\text{O})_p$
 and substituted with 0-2 $\text{R}^{\text{c}1}$;

Ra^a , at each occurrence, is independently selected from H
 and C_{1-6} alkyl;

25 Ra^1 , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
 and 4-pyridinyl;

30 alternatively, Ra^a and Ra^1 , when attached to a nitrogen, are
 taken together with the nitrogen to which they are
 attached, form a 5 or 6 membered heterocycle

comprising carbon atoms and 0-1 additional heteroatoms selected from N, NR^{a2} , O, and $\text{S}(\text{O})_{\text{p}}$;

R^{a3} , at each occurrence, is independently selected from H,
 5 C_{1-6} alkyl, C_{2-6} alkenyl, and $-(\text{CH}_2)_{\text{r}-3-8}$ membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-3 R^{c1} ;

10 R^{c} , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^{a} , Cl, F, Br, $=\text{O}$, NR^{aRa1} , CF_3 , $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{Ra1}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{Ra1}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{Ra3}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{SO}_2\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2\text{Ra3}$;
 15 C_{3-6} carbocycle substituted with 0-2 R^{c1} ; and 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-2 R^{c1} ;

20 alternatively, when two R^{c} groups are attached to the same carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 R^{c1} and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and $\text{S}(\text{O})_{\text{p}}$, and 0-2
 25 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^{c} groups are attached to adjacent carbon atoms, together with the carbon atoms to which
 30 they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected

from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

R^{c1}, at each occurrence, is independently selected from H,
5 C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂,
C(O)OR^a, and C(O)NR^aR^{a1};

R^d, at each occurrence, is independently selected from C₁₋₆
alkyl substituted with 0-2 R^e, C₂₋₆ alkenyl, C₂₋₆
10 alkynyl, OR^a, Cl, F, Br, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^{a1},
C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3},
CF₃, (CH₂)_r-C₃₋₆ carbocycle substituted with 0-2 R^e,
and a 5-6 membered heterocycle comprising carbon atoms
and 1-4 heteroatoms selected from the group consisting
15 of N, O, and S(O)_p; and

R^e, at each occurrence, is independently selected from H,
C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂,
C(O)OR^a, and C(O)NR^aR^a.

20

[18] In another embodiment, the present invention provides
a novel compound, wherein;

25 W is (CH₂)_m or C₂₋₃ alkenylene;

Z is absent or is selected from:

a C₄₋₈ cycloalkyl substituted with 0-3 R^b;

a C₄₋₈ cycloalkenyl substituted with 0-3 R^b;

30 phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

a 5-10 membered heterocycle comprising carbon atoms
and 1-4 heteroatoms selected from the group consisting

of N, O, and S(O)_p and substituted with 0-3 R^b; and said 5-10 membered heterocycle is selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl, methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

Z^a is selected from: H;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c; and a 5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-3 R^c; and said 5-10 membered heterocycle is selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-

isoquinolinyl, indazolyl, isobenzofuranyl,
 isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,
 methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

5

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
 group;

10 provided that when Z is absent, Z^a is other than H;

R¹ and R⁴, together with the carbon atoms to which they are
 attached, combine to form a 4-7 membered carbocyclic
 or heterocyclic ring comprising carbon atoms, 0-2 ring
 15 heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
 2 double bonds, and substituted with 0-3 R^c;

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
 (CR^aR^a1)_{r1}OR^a1, (CR^aR^a1)_{r1}NR^a(CR^aR^a1)_r-Q,
 20 (CR^aR^a1)_{r1}C(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)OR^a1,
 (CR^aR^a1)_{r1}C(O)NR^aR^a1, (CR^aR^a1)_{r1}NR^aC(O)(CR^aR^a1)_r-Q,
 (CR^aR^a1)_{r1}NR^aC(O)OR^a1, (CR^aR^a1)_{r1}S(O)_p(CR^aR^a1)_r-Q, and
 (CR^aR^a1)_{r1}SO₂NR^aR^a1;

25 Q, at each occurrence, is independently selected from H, a
 C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and S(O)_p and substituted with 0-3 R^d;

30

R^a, at each occurrence, is independently selected from H
 and C₁₋₆ alkyl;

R^{a1}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl, and 4-pyridinyl;

5 R^{a3}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, phenyl, and benzyl;

R^b, at each occurrence, is independently selected from C₁₋₄ alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, C(O)R^a, C(O)OR^a,
10 C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a3}, and CF₃;

R^c, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
15 (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rNR^aC(O)R^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_rNR^aSO₂R^{a3}; C₃₋₆ carbocycle substituted with 0-2 R^{c1}; and 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of
20 N, O, and S(O)_p and substituted with 0-2 R^{c1}; and

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-1 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a,
25 C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, and (CH₂)_r-phenyl substituted with 0-2 R^e; and

provided that when A is C(=O), B is O, L is O, and R¹ and R⁴, together with the carbon atoms to which they are
30 attached, combine to form a 1,3-cyclobutane, and Z is spiro[3.3]heptane, then Z^a is other than H.

[19] In another embodiment, the present invention provides a novel compound, wherein;

5 X is absent or is methylene;

Y is absent or is O;

Z is absent or is selected from:

10 phenyl substituted with 0-3 R^b;
naphthyl substituted with 0-3 R^b;
thiophenyl substituted with 0-2 R^b;
oxazolyl substituted with 0-1 R^b;
isoxazolyl substituted with 0-1 R^b; and
15 thiazolyl substituted with 0-1 R^b;

U^a is absent or is O;

Y^a is absent or is O;

20

Z^a is selected from: H;

phenyl substituted with 0-3 R^c;
pyridyl substituted with 0-3 R^c;
indolyl substituted with 0-3 R^c;
25 quinolinyl substituted with 0-3 R^c;
benzimidazolyl substituted with 0-3 R^c; and
1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl
substituted with 0-3 R^c;

30 provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

provided that when Z is absent, Z^a is other than H;

R¹ and R⁴, together with the carbon atoms to which they are attached, combine to form a 5-6 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-3 R^c;

R² is selected from Q¹, C₁₋₆ alkylene-Q¹, C(O)NR^aR^{a1},
C(O)(CR^aR^{a1})_r-Q¹, C(O)OR^{a1}, and S(O)_p(CR^aR^{a1})_r-Q¹;

Q¹, at each occurrence, is independently selected from H, a cyclopropyl substituted with 0-1 R^d, cyclopentyl substituted with 0-1 R^d, cyclohexyl substituted with 0-1 R^d, phenyl substituted with 0-2 R^d, and a heteroaryl substituted with 0-3 R^d, wherein the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R³ is selected from Q, C₁₋₆ alkylene-Q, (CR^aR^{a1})_{r1}OR^{a1}, (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1}, (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_s-Q, and (CR^aR^{a1})_{r1}SO₂NR^aR^{a1};

R⁵ is selected from H and C₁₋₄ alkyl;

R¹⁰, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-1 R^{c1}, C₂₋₆ alkenyl substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with 0-1 R^{c1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},

(CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_r-C₃₋₆ carbocycle substituted with 0-2 R^{c1}, and (CR^aR^{a1})_r-5-6 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-2 R^{c1}; and

R^c, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, and phenyl.

[20] In another embodiment, the present invention provides a novel compound, wherein;

R³ is selected from Q, C₁₋₆ alkylene-Q, C(O)(CR^aR^{a1})_r-Q, C(O)OR^{a1}, C(O)NR^aR^{a1}, C(O)NR^a(CR^aR^{a1})_r-Q, and S(O)_p(CR^aR^{a1})_r-Q;

Q, at each occurrence, is independently selected from H, cyclopropyl substituted with 0-1 R^d, cyclopentyl substituted with 0-1 R^d, cyclohexyl substituted with 0-1 R^d, phenyl substituted with 0-2 R^d, and a heteroaryl substituted with 0-3 R^d, wherein the heteroaryl is selected from pyridyl, quinolinyl, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R⁵ is selected from H, methyl, and ethyl;

R^c, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br,

$=O$, NR^aR^{a1} , CF_3 , $(CR^aR^{a1})_rC(O)R^{a1}$, $(CR^aR^{a1})_rC(O)OR^{a1}$,
 $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, and $(CR^aR^{a1})_rS(O)_pR^{a3}$; and

r , at each occurrence, is selected from 0, 1, 2, and 3.

5

[21] In another preferred embodiment, the present invention provides a novel compound selected from the group:

10

4-[(2-methyl-4-quinolinyl)methoxy]-*N*-[(2*S*)-6,8,10-trioxo-7,9-diazaspiro[4.5]dec-2-yl]benzamide; and

15

4-[(2-methyl-4-quinolinyl)methoxy]-*N*-[(2*R*)-6,8,10-trioxo-7,9-diazaspiro[4.5]dec-2-yl]benzamide;

or a pharmaceutically acceptable salt form thereof.

20

In another embodiment, the present invention provides a novel pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of the present invention or
25 a pharmaceutically acceptable salt form thereof.

30

In another embodiment, the present invention provides a novel method for treating an inflammatory disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of the present invention or a pharmaceutically acceptable salt form thereof.

35

In another embodiment, the present invention provides a novel method of treating a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof in a mammal, comprising: administering to the mammal in need of
5 such treatment a therapeutically effective amount of a compound of the present invention or a pharmaceutically acceptable salt form thereof.

10 In another embodiment, the present invention provides a novel method comprising: administering a compound of the present invention or a pharmaceutically acceptable salt form thereof in an amount effective to treat a condition or disease mediated by MMPs, TACE, aggrecanase, or a
15 combination thereof.

In another embodiment, the present invention provides a novel method of treating a disease or condition, wherein
20 the disease or condition is selected from acute infection, acute phase response, age related macular degeneration, alcoholic liver disease, allergy, allergic asthma, anorexia, aneurism, aortic aneurism, asthma, atherosclerosis, atopic dermatitis, autoimmune disease,
25 autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic
30 arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent
35 hydrarthrosis, Lyme disease, meningitis, multiple

sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pyoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis, sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

15

In another embodiment, the present invention provides novel compounds of the present invention for use in therapy.

20

In another embodiment, the present invention provides the use of novel compounds of the present invention for the manufacture of a medicament for the treatment of a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof.

25

In another embodiment, the present invention provides a method for treating inflammatory disorders, comprising: administering, to a mammal in need of such treatment, a therapeutically effective amount of one of the compounds of the present invention, in combination with one or more additional anti-inflammatory agents selected from selective COX-2 inhibitors, interleukin-1 antagonists, dihydroorotate

30

synthase inhibitors, p38 MAP kinase inhibitors, TNF- α inhibitors, TNF- α sequestration agents, and methotrexate.

5 This invention also encompasses all combinations of preferred aspects of the invention noted herein. It is understood that any and all embodiments of the present invention may be taken in conjunction with any other embodiment to describe additional even more preferred
10 embodiments of the present invention. It is also understood that each and every element of any embodiment is intended to be a separate specific embodiment. Furthermore, any elements of an embodiment are meant to be combined with any and all other elements from any of the
15 embodiments to describe additional embodiments.

DEFINITIONS

 The compounds herein described may have asymmetric
20 centers. Compounds of the present invention containing an asymmetrically substituted atom may be isolated in optically active or racemic forms. It is well known in the art how to prepare optically active forms, such as by resolution of racemic forms or by synthesis from optically
25 active starting materials. Geometric isomers of double bonds such as olefins and C=N double bonds can also be present in the compounds described herein, and all such stable isomers are contemplated in the present invention. Cis and trans geometric isomers of the compounds of the
30 present invention are described and may be isolated as a mixture of isomers or as separated isomeric forms. All chiral, diastereomeric, and racemic forms and all geometric isomeric forms of a structure are intended, unless the specific stereochemistry or isomeric form is specifically

indicated. All processes used to prepare compounds of the present invention and intermediates made therein are considered to be part of the present invention.

Preferably, the molecular weight of compounds of the present invention is less than about 500, 550, 600, 650, 700, 750, 800, 850, or 900 grams per mole. More preferably, the molecular weight is less than about 850 grams per mole. Even more preferably, the molecular weight is less than about 750 grams per mole. Still more preferably, the molecular weight is less than about 700 grams per mole.

The term "substituted," as used herein, means that any one or more hydrogens on the designated atom is replaced with a selection from the indicated group, provided that the designated atom's normal valency is not exceeded, and that the substitution results in a stable compound. When a substituent is keto (i.e., =O), then 2 hydrogens on the atom are replaced. Keto substituents are not present on aromatic moieties. When a ring system (e.g., carbocyclic or heterocyclic) is said to be substituted with a carbonyl group or a double bond, it is intended that the carbonyl group or double bond be part (i.e., within) of the ring.

The present invention is intended to include all isotopes of atoms occurring in the present compounds. Isotopes include those atoms having the same atomic number but different mass numbers. By way of general example and without limitation, isotopes of hydrogen include tritium and deuterium. Isotopes of carbon include C-13 and C-14.

The term "independently selected from", "independently, at each occurrence" or similar language, means that the labeled R substitution group may appear more than once and that each appearance may be a different atom or molecule found in the definition of that labeled R substitution group. Thus if the labeled R^a substitution

group appear four times in a given permutation of Formula I, then each of those labeled R^a substitution groups may be a different group falling in the definition of R^a . Also, combinations of substituents and/or variables are
5 permissible only if such combinations result in stable compounds.

When a bond to a substituent is shown to cross a bond connecting two atoms in a ring, then such substituent may be bonded to any atom on the ring. When a substituent is
10 listed without indicating the atom via which such substituent is bonded to the rest of the compound of a given formula, then such substituent may be bonded via any atom in such substituent. Combinations of substituents and/or variables are permissible only if such combinations
15 result in stable compounds.

It is understood by one skilled in the art that in Formula I, once R^2 and R^3 together with the carbon atom to which they are attached combine to form a ring, R^2 is not available to form a ring with R^4 . Similarly, once R^2 and R^4
20 together with the carbon atom to which they are attached combine to form a ring, R^4 is not available to form a ring with R^5 .

In cases wherein there are amines on the compounds of this invention, these can be converted to amine N-oxides by
25 treatment with MCPBA and or hydrogen peroxides to afford other compounds of this invention. Thus, all shown amines are considered to cover both the shown amine and its N-oxide ($N \rightarrow O$) derivative.

As used herein, "alkyl" or "alkylene" is intended to
30 include both branched and straight-chain saturated aliphatic hydrocarbon groups having the specified number of carbon atoms. C_{1-10} alkyl (or alkylene), is intended to include C_1 , C_2 , C_3 , C_4 , C_5 , C_6 , C_7 , C_8 , C_9 , and C_{10} alkyl groups. Examples of alkyl include, but are not limited to,

5 methyl, ethyl, n-propyl, i-propyl, n-butyl, s-butyl, t-butyl, n-pentyl, and s-pentyl. "Haloalkyl" is intended to include both branched and straight-chain saturated aliphatic hydrocarbon groups having the specified number of carbon atoms, substituted with 1 or more halogen (for example $-C_vF_w$ where $v=1$ to 3 and $w=1$ to $(2v+1)$). Examples of haloalkyl include, but are not limited to, trifluoromethyl, trichloromethyl, pentafluoroethyl, and pentachloroethyl. "Alkoxy" represents an alkyl group as defined above with the indicated number of carbon atoms attached through an oxygen bridge. C_{1-10} alkoxy, is intended to include C_1 , C_2 , C_3 , C_4 , C_5 , C_6 , C_7 , C_8 , C_9 , and C_{10} alkoxy groups. Examples of alkoxy include, but are not limited to, methoxy, ethoxy, n-propoxy, i-propoxy, n-butoxy, s-butoxy, t-butoxy, n-pentoxy, and s-pentoxy. "Cycloalkyl" is intended to include saturated ring groups, such as cyclopropyl, cyclobutyl, or cyclopentyl. C_{3-7} cycloalkyl, is intended to include C_3 , C_4 , C_5 , C_6 , and C_7 cycloalkyl groups. "Alkenyl" or "alkenylene" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more unsaturated carbon-carbon bonds which may occur in any stable point along the chain, such as ethenyl and propenyl. C_{2-10} alkenyl (or alkenylene), is intended to include C_2 , C_3 , C_4 , C_5 , C_6 , C_7 , C_8 , C_9 , and C_{10} alkenyl groups. "Alkynyl" or "alkynylene" is intended to include hydrocarbon chains of either a straight or branched configuration and one or more triple carbon-carbon bonds which may occur in any stable point along the chain, such as ethynyl and propynyl. C_{2-10} alkynyl (or alkynylene), is intended to include C_2 , C_3 , C_4 , C_5 , C_6 , C_7 , C_8 , C_9 , and C_{10} alkynyl groups.

"Halo" or "halogen" as used herein refers to fluoro, chloro, bromo, and iodo; and "counterion" is used to

represent a small, negatively charged species such as chloride, bromide, hydroxide, acetate, and sulfate.

As used herein, "carbocycle" or "carbocyclic residue" is intended to mean any stable 3, 4, 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, 10, 11, 12, or 13-membered bicyclic or tricyclic, any of which may be saturated, partially unsaturated, or aromatic. Examples of such carbocycles include, but are not limited to, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, adamantyl, cyclooctyl, [3.3.0]bicyclooctane, [4.3.0]bicyclononane, [4.4.0]bicyclodecane, [2.2.2]bicyclooctane, fluorenyl, phenyl, naphthyl, indanyl, adamantyl, and tetrahydronaphthyl.

As used herein, the term "heterocycle" or "heterocyclic group" is intended to mean a stable 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, or 10-membered bicyclic heterocyclic ring which is saturated, partially unsaturated or unsaturated (aromatic), and which consists of carbon atoms and 1, 2, 3, or 4 heteroatoms independently selected from the group consisting of N, O and S and including any bicyclic group in which any of the above-defined heterocyclic rings is fused to a benzene ring. The nitrogen and sulfur heteroatoms may optionally be oxidized. The nitrogen atom may be substituted or unsubstituted (i.e., N or NR wherein R is H or another substituent, if defined). The heterocyclic ring may be attached to its pendant group at any heteroatom or carbon atom that results in a stable structure. The heterocyclic rings described herein may be substituted on carbon or on a nitrogen atom if the resulting compound is stable. A nitrogen in the heterocycle may optionally be quaternized. It is preferred that when the total number of S and O atoms in the heterocycle exceeds 1, then these heteroatoms are not adjacent to one another. It is preferred that the

total number of S and O atoms in the heterocycle is not more than 1. As used herein, the term "aromatic heterocyclic group" or "heteroaryl" is intended to mean a stable 5, 6, or 7-membered monocyclic or bicyclic or 7, 8, 9, or 10-membered bicyclic heterocyclic aromatic ring which consists of carbon atoms and 1, 2, 3, or 4 heterotams independently selected from the group consisting of N, O and S. It is to be noted that total number of S and O atoms in the aromatic heterocycle is not more than 1.

10 Examples of heterocycles include, but are not limited to, acridinyl, azocinyl, benzimidazolyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazoliny, carbazolyl, 4aH-carbazolyl, carbolinyl, 15 chromanyl, chromenyl, cinnolinyl, decahydroquinolinyl, 2H,6H-1,5,2-dithiazinyl, dihydrofuro[2,3-b]tetrahydrofuran, furanyl, furazanyl, imidazolidinyl, imidazoliny, imidazolyl, 1H-indazolyl, indolenyl, indolinyl, indoliziny, indolyl, 3H-indolyl, isobenzofuranyl, 20 isochromanyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl, isothiazolyl, isoxazolyl, methylenedioxyphenyl, morpholinyl, naphthyridinyl, octahydroisoquinolinyl, oxadiazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 25 oxazolidinyl, oxazolyl, oxazolidinyl, pyrimidinyl, phenanthridinyl, phenanthrolinyl, phenazinyl, phenothiazinyl, phenoxathiinyl, phenoxazinyl, phthalazinyl, piperazinyl, piperidinyl, piperidonyl, 4-piperidonyl, piperonyl, pteridinyl, purinyl, pyranyl, pyrazinyl, 30 pyrazolidinyl, pyrazolinyl, pyrazolyl, pyridazinyl, pyridooxazole, pyridoimidazole, pyridothiazole, pyridinyl, pyridyl, pyrrolidinyl, pyrrolinyl, 2H-pyrrolyl, pyrrolyl, quinazolinyl, quinolinyl, 4H-quinoliziny, quinoxaliny, quinuclidinyl, tetrahydrofuranyl, tetrahydroisoquinolinyl,

tetrahydroquinolinyl, tetrazolyl, 6H-1,2,5-thiadiazinyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, thianthrenyl, thiazolyl, thienyl, thienothiazolyl, thienooxazolyl, thienoimidazolyl, thiophenyl, triazinyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, xanthenyl, 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl, 1,1-dioxido-3,4-dihydro-2H-1-benzothiopyran-4-yl, 3,4-dihydro-2H-chromen-4-yl, imidazo[1,2-a]pyridinyl, imidazo[1,5-a]pyridinyl, and pyrazolo[1,5-a]pyridinyl. Also included are fused ring and spiro compounds containing, for example, the above heterocycles.

The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound medical judgment, suitable for use in contact with the tissues of human beings and animals without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

As used herein, "pharmaceutically acceptable salts" refer to derivatives of the disclosed compounds wherein the parent compound is modified by making acid or base salts thereof. Examples of pharmaceutically acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; and alkali or organic salts of acidic residues such as carboxylic acids. The pharmaceutically acceptable salts include the conventional non-toxic salts or the quaternary ammonium salts of the parent compound formed, for example, from non-toxic inorganic or organic acids. For example, such conventional non-toxic salts include those derived from inorganic acids such as hydrochloric, hydrobromic, sulfuric, sulfamic, phosphoric, and nitric; and the salts

prepared from organic acids such as acetic, propionic, succinic, glycolic, stearic, lactic, malic, tartaric, citric, ascorbic, pamoic, maleic, hydroxymaleic, phenylacetic, glutamic, benzoic, salicylic, sulfanilic, 2-
5 acetoxibenzoic, fumaric, toluenesulfonic, methanesulfonic, ethane disulfonic, oxalic, and isethionic.

The pharmaceutically acceptable salts of the present invention can be synthesized from the parent compound that contains a basic or acidic moiety by conventional chemical
10 methods. Generally, such salts can be prepared by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media like ether, ethyl acetate,
15 ethanol, isopropanol, or acetonitrile are preferred. Lists of suitable salts are found in *Remington's Pharmaceutical Sciences*, 17th ed., Mack Publishing Company, Easton, PA, 1985, p. 1418, the disclosure of which is hereby incorporated by reference.

20 Since prodrugs are known to enhance numerous desirable qualities of pharmaceuticals (e.g., solubility, bioavailability, manufacturing, etc.) the compounds of the present invention may be delivered in prodrug form. Thus, the present invention is intended to cover prodrugs of the
25 presently claimed compounds, methods of delivering the same and compositions containing the same. "Prodrugs" are intended to include any covalently bonded carriers that release an active parent drug of the present invention *in vivo* when such prodrug is administered to a mammalian
30 subject. Prodrugs the present invention are prepared by modifying functional groups present in the compound in such a way that the modifications are cleaved, either in routine manipulation or *in vivo*, to the parent compound. Prodrugs include compounds of the present invention wherein a

hydroxy, amino, or sulfhydryl group is bonded to any group that, when the prodrug of the present invention is administered to a mammalian subject, it cleaves to form a free hydroxyl, free amino, or free sulfhydryl group, respectively. Examples of prodrugs include, but are not limited to, acetate, formate and benzoate derivatives of alcohol and amine functional groups in the compounds of the present invention.

"Stable compound" and "stable structure" are meant to indicate a compound that is sufficiently robust to survive isolation to a useful degree of purity from a reaction mixture, and formulation into an efficacious therapeutic agent.

As used herein, "treating" or "treatment" cover the treatment of a disease-state in a mammal, particularly in a human, and include: (a) preventing the disease-state from occurring in a mammal, in particular, when such mammal is predisposed to the disease-state but has not yet been diagnosed as having it; (b) inhibiting the disease-state, i.e., arresting its development; and/or (c) relieving the disease-state, i.e., causing regression of the disease state.

"Therapeutically effective amount" is intended to include an amount of a compound of the present invention or an amount of the combination of compounds claimed effective to inhibit a desired metalloprotease in a mammal. The combination of compounds is preferably a synergistic combination. Synergy, as described for example by Chou and Talalay, Adv. Enzyme Regul. 22:27-55 (1984), occurs when the effect (in this case, inhibition of the desired target) of the compounds when administered in combination is greater than the additive effect of the compounds when administered alone as a single agent. In general, a synergistic effect is most clearly demonstrated at

suboptimal concentrations of the compounds. Synergy can be in terms of lower cytotoxicity, increased anti-inflammatory effect, or some other beneficial effect of the combination compared with the individual components.

5

SYNTHESIS

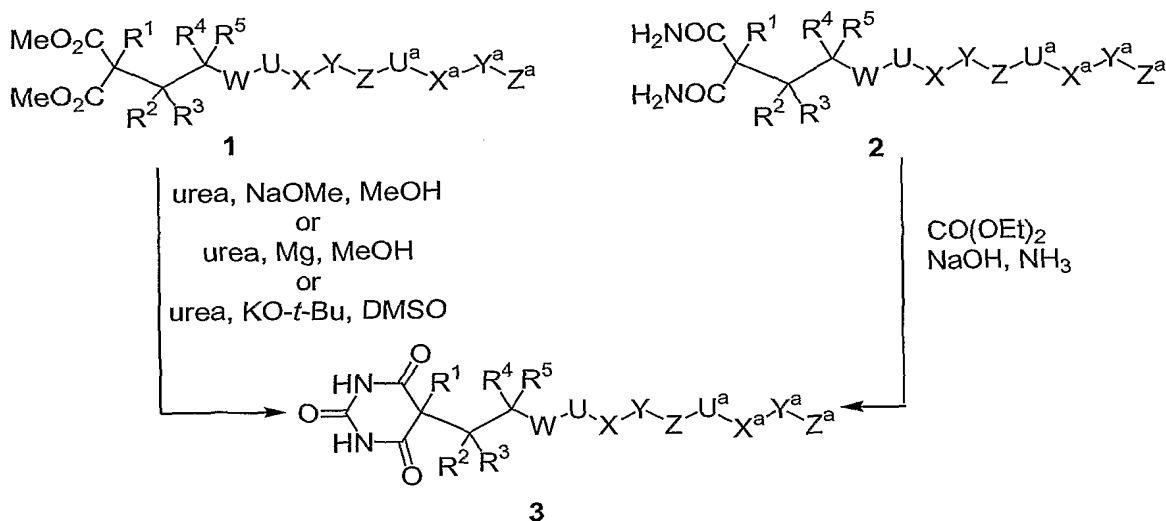
The compounds of the present invention can be prepared in a number of ways well known to one skilled in the art of organic synthesis. The compounds of the present invention
10 can be synthesized using the methods described below, together with synthetic methods known in the art of synthetic organic chemistry, or variations thereon as appreciated by those skilled in the art. Preferred methods include, but are not limited to, those described below.
15 All references cited herein are hereby incorporated in their entirety herein by reference.

The novel compounds of this invention may be prepared using the reactions and techniques described in this section. The reactions are performed in solvents
20 appropriate to the reagents and materials employed and are suitable for the transformations being effected. Also, in the description of the synthetic methods described below, it is to be understood that all proposed reaction conditions, including choice of solvent, reaction
25 atmosphere, reaction temperature, duration of the experiment and work up procedures, are chosen to be the conditions standard for that reaction, which should be readily recognized by one skilled in the art. It is understood by one skilled in the art of organic synthesis
30 that the functionality present on various portions of the molecule must be compatible with the reagents and reactions proposed. Such restrictions to the substituents that are compatible with the reaction conditions will be readily

apparent to one skilled in the art and alternate methods must then be used.

Compounds of formula I, wherein A is C(=O), B is O and L is O, can be synthesized using a variety of literature methods. For example, starting from diester **1** and urea (Scheme 1), the pyrimidinetrione **3** can be prepared by treatment with sodium methoxide in methanol (Reddy, D. B. et al. *Heterocyclic Chem.* 1993, 4, 55), magnesium methoxide generated *in situ* (Blicke, F. F. et al. *J. Am. Chem. Soc.* 1941, 63, 2945), or potassium tert-butoxide in DMSO (Fraser, W. et al. *J. Chem. Soc. Perkin Trans. I* 1990, 3137). Alternatively, **3** can be synthesized from di-amide **2** using diethyl carbonate, sodium hydroxide and ammonia (Shimo, K. et al. *J. Org. Chem.* 1959, 24, 19).

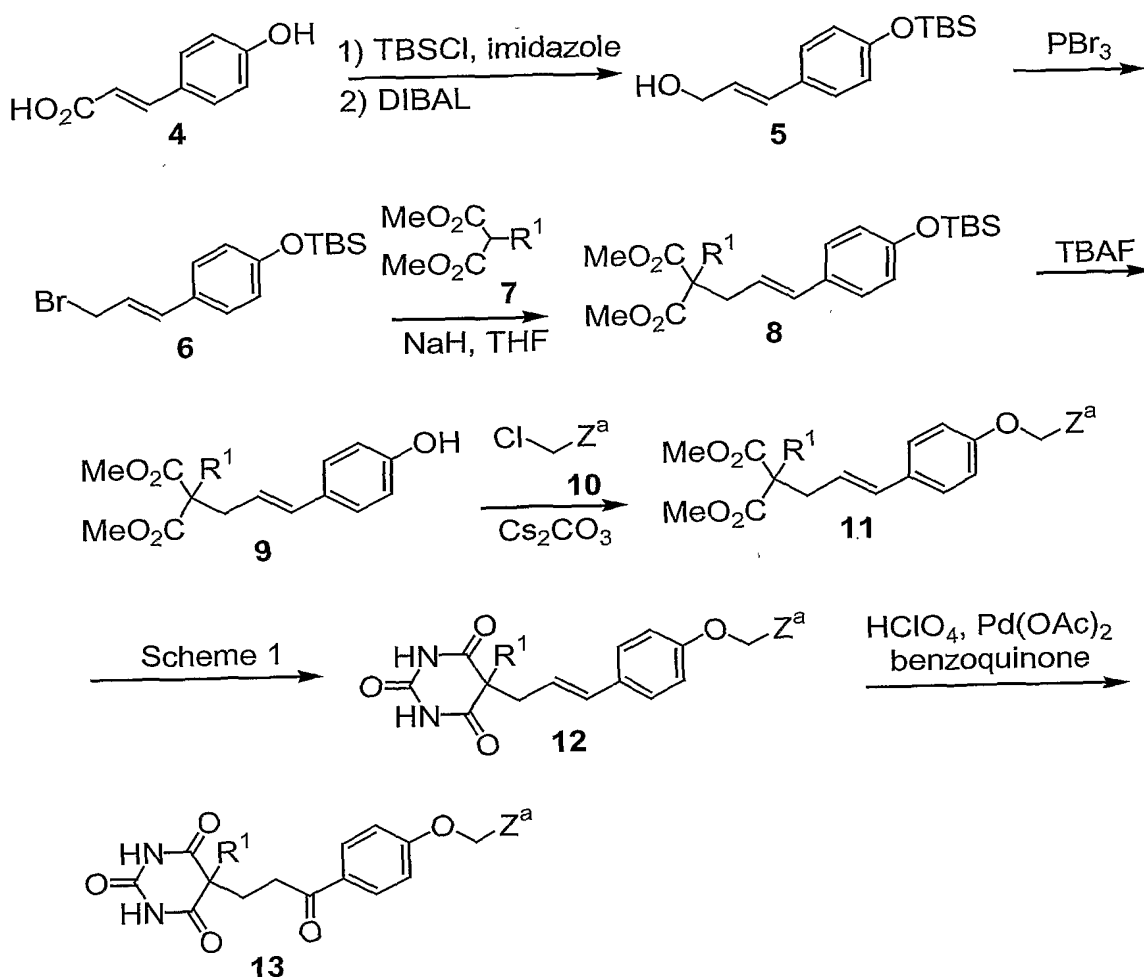
Scheme 1



A series of pyrimidinetriones where U-X-Y-Z group is a phenone can be prepared following a sequence outlined in Scheme 2. TBS protection and reduction of 4-hydroxycinnamic acid **4** provide alcohol **5**. Conversion to bromide and coupling with properly functionalized malonate **7** give diester **8**. The silyl protecting group can be removed with TBAF and the resultant phenol **9** is

functionalized with $\text{ClCH}_2\text{-Z}^a$ (**10**). Compound **11** is converted to pyrimidinetrione following conditions outlined in Scheme 1. The olefin moiety in **12** is converted to ketone **13** using a modified Wacker oxidation (Miller, D. G. et al. *J. Org. Chem.* 1990, 55, 2924).

Scheme 2

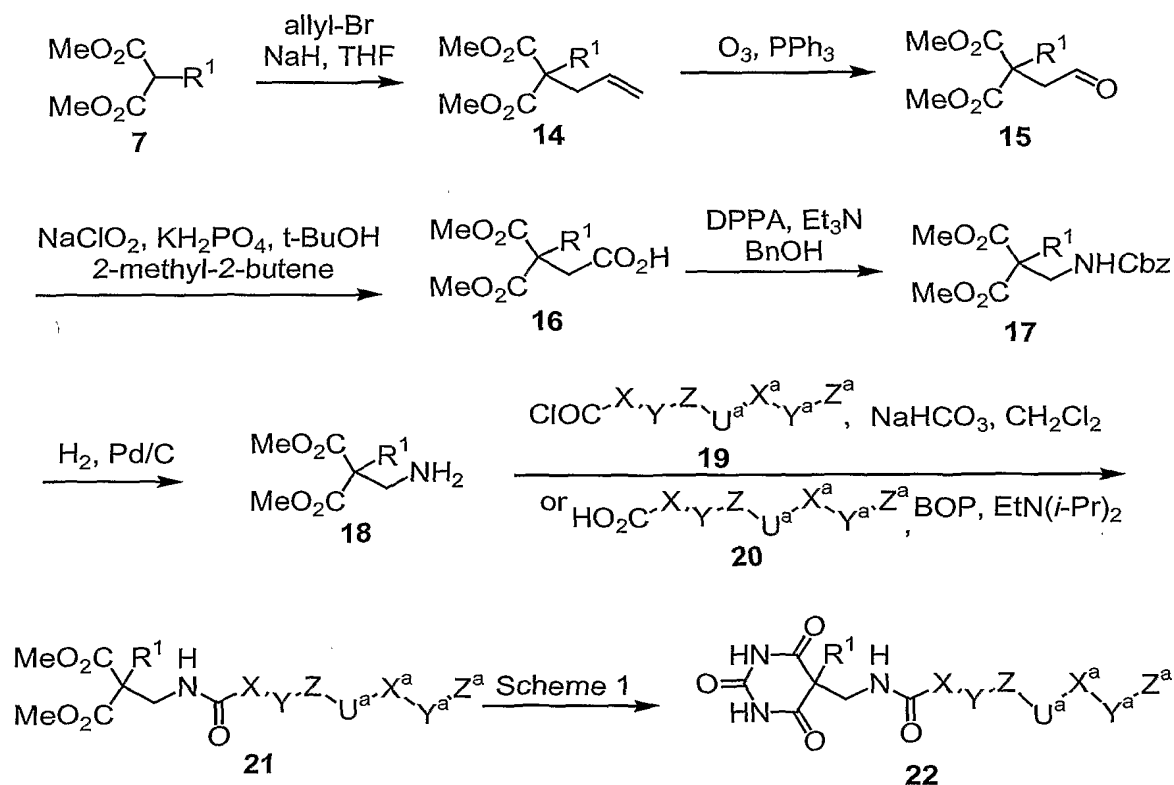


A series of pyrimidinetriones where -U- is an NHC(O) group can be prepared following a sequence outlined in Scheme 3. Malonate diester **7** is alkylated to provide disubstituted malonate **14**. The olefin group is converted to aldehyde by ozonolysis and further oxidized to acid with sodium chlorite. Curtius rearrangement in the presence of benzyl alcohol gives Cbz-protected amine **17**. After removal

of the Cbz group, amine **18** is coupled with functionalized acid chloride **19** or acid **20**. Diester **21** is converted to pyrimidinetrione **22** following conditions outlined in Scheme 1.

5

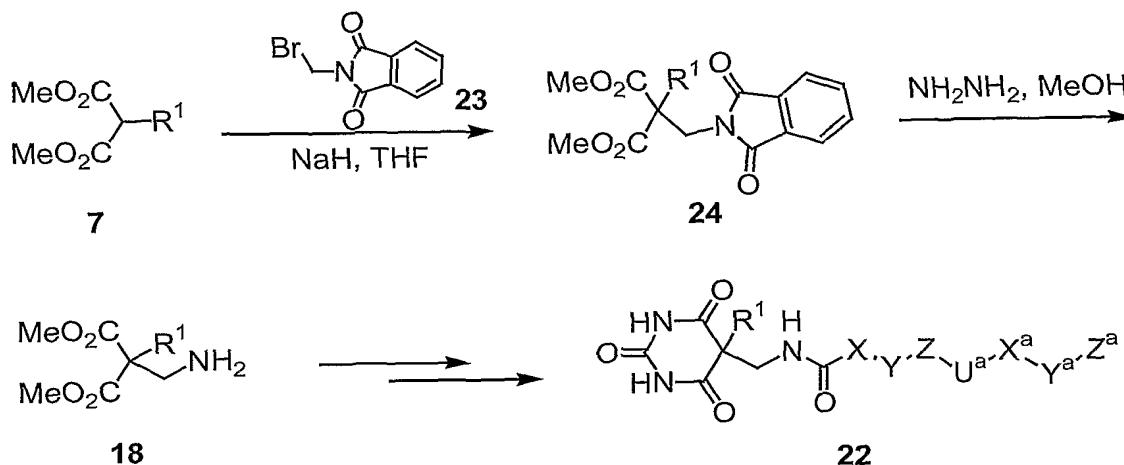
Scheme 3



Alternatively, amine **18** can be prepared by alkylation of malonate **7** with N-bromomethyl succinimide **23** (Scheme 4). The succinyl group can be removed by treatment with hydrazine to provide amine **18**. Conversion of **18** to **22** is outlined in Scheme 3.

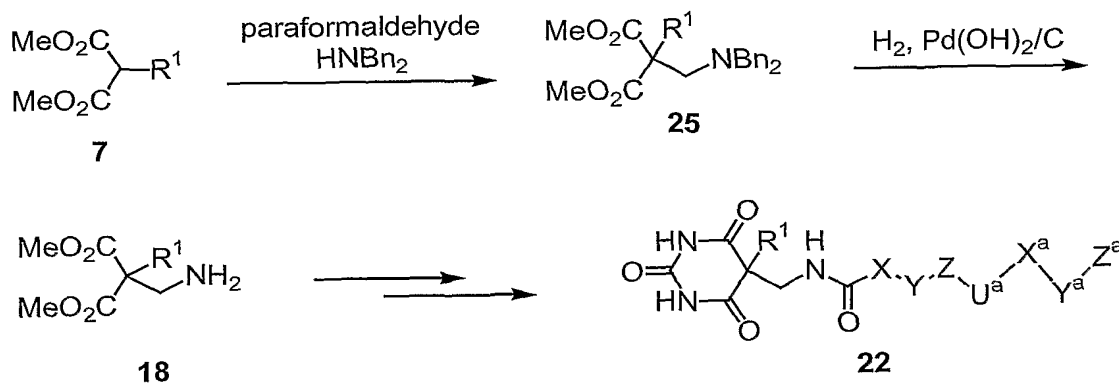
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Scheme 4



As another alternative, dimethyl malonate 7 is converted to dibenzylamino derivative 25 via Mannich reaction with paraformaldehyde and dibenzylamine (Scheme 5). Debenzylation under hydrogenation conditions yields amine 18. Conversion of 18 to 22 is outlined in Scheme 3.

Scheme 5

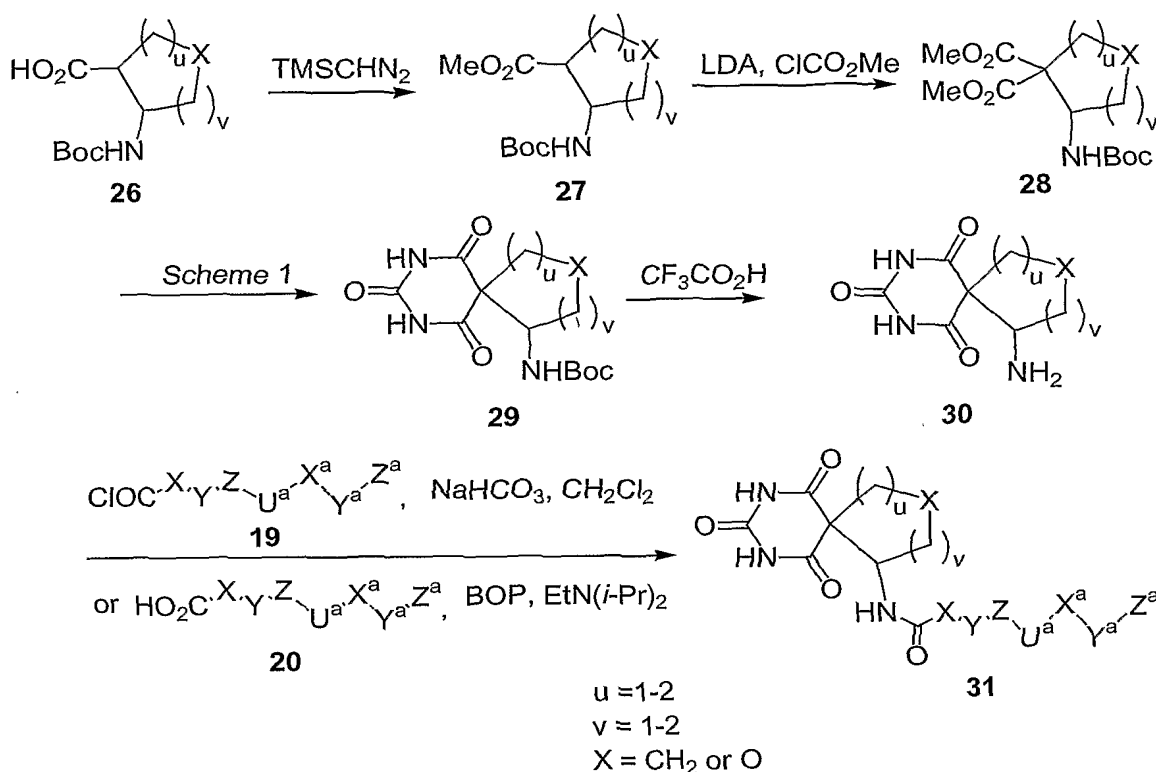


A series of pyrimidinetriones where R^1 and R^2 combine to form a carbocyclic ring or a cyclic ether can be prepared following a sequence outline in Scheme 6. The cyclic acid 26 is either commercially available or prepared following published procedures (WO 01/70673). Acid 26 is first esterified and then treated with LDA and methyl chloroformate to effect carbomethoxylation. Diester 28 is

converted to pyrimidinetrione **29** following previously described conditions. After removal of the Boc protecting group, the resultant amine **30** is coupled with acid chloride **19** or acid **20** to complete the synthesis of **31**.

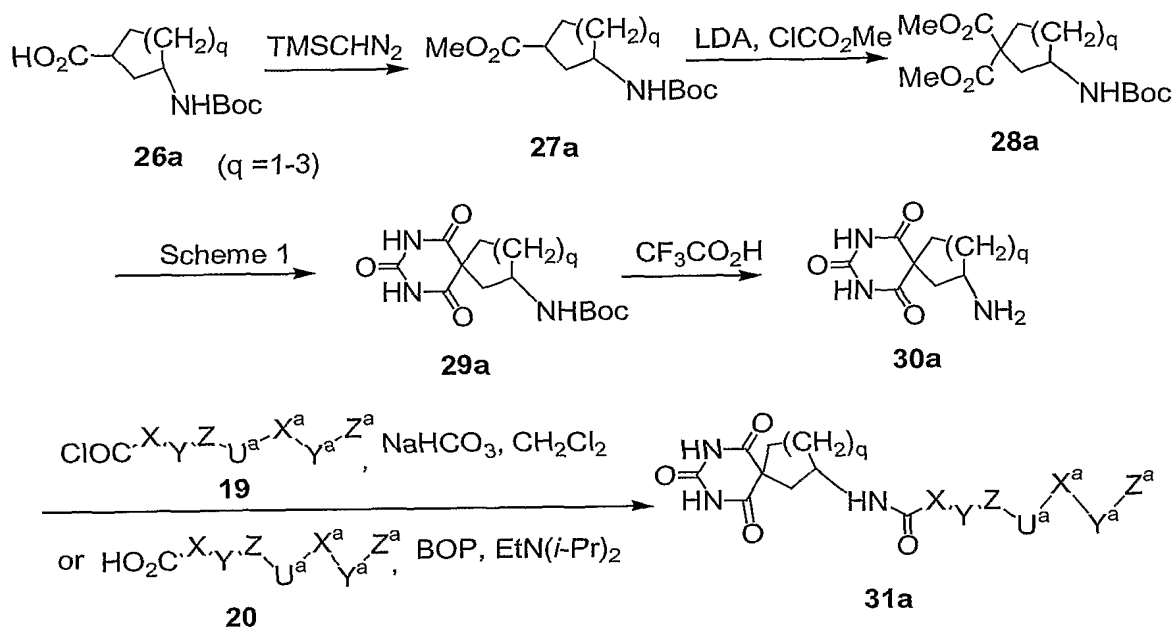
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Scheme 6



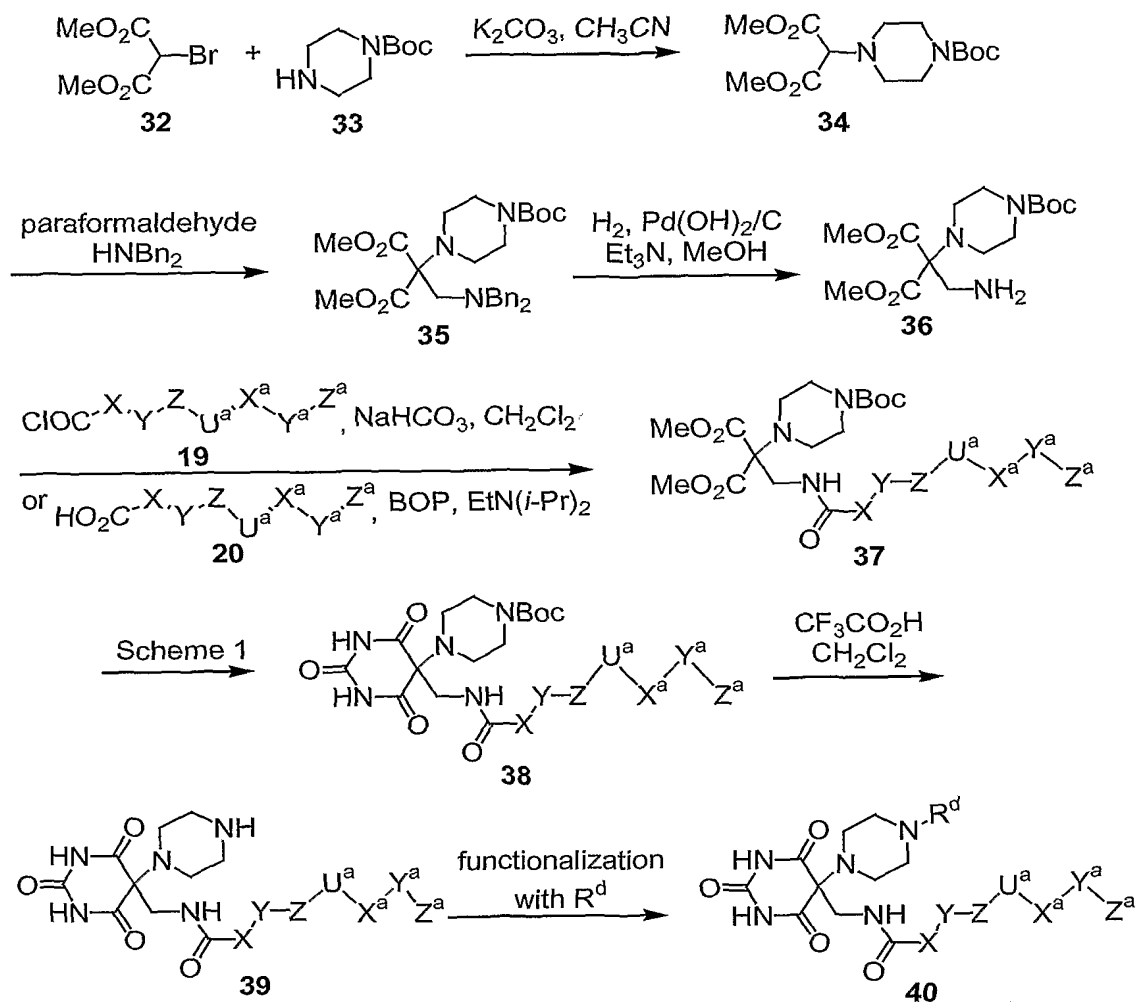
10 A series of pyrimidinetriones where R^1 and R^4 combine
 to form a carbocyclic ring can be prepared following a
 sequence outlined in Scheme 6a. Acid **26a** is first
 esterified and then treated with LDA and methyl
 chloroformate to effect carbomethoxylation. Diester **28a** is
 15 converted to pyrimidinetrione **29a** following previously
 described conditions. After removal of the Boc protecting
 group, the resultant amine **30a** is coupled with acid
 chloride **19** or acid **20** to complete the synthesis of **31a**.

Scheme 6a



5 A series of pyrimidinetriones where R¹ is a
 functionalized piperazinyl group can be prepared following
 a sequence outlined in Scheme 7. Piperazine 33 is
 alkylated with dimethyl bromomalonate 32 to give 34.
 Mannich reaction of 34 with paraformaldehyde and dibenzyl
 10 amine yields 35. The benzyl groups are removed and amine
 36 is coupled with acid chloride 19 or acid 20. After
 conversion of 37 to 38 using previously described
 conditions, the Boc group is removed and the piperazine is
 converted to tertiary amines by reductive amination, amides
 15 by reaction with anhydrides or acid chlorides, sulfonamides
 with sulfonyl chlorides, ureas with isocyanates, or
 carbamates with chloroformates.

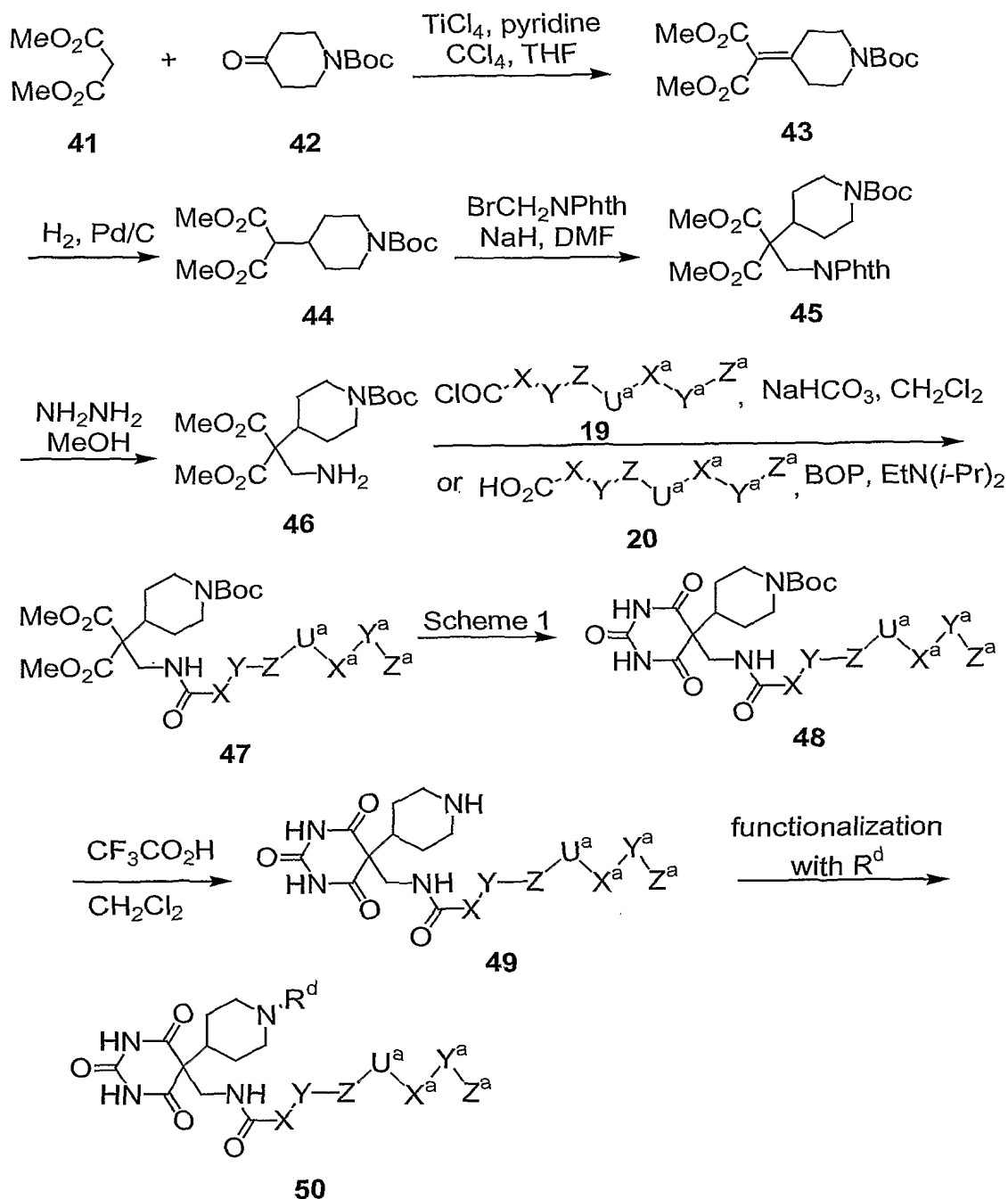
Scheme 7



5 A series of pyrimidinetriones where R^1 is a 4-piperidinyl group is prepared following a sequence outlined in Scheme 8. Condensation of dimethyl malonate **41** with piperidone **42** gives piperidinylmalonate **44** after hydrogenation. Alkylation of **44** with N-bromomethyl

10 phthalimide yields **45**, which is deprotected, coupled with **19** or **20**, and converted to **48** following conditions described previously. Removal of Boc group and functionalization with R^d complete the synthesis of **50**.

Scheme 8



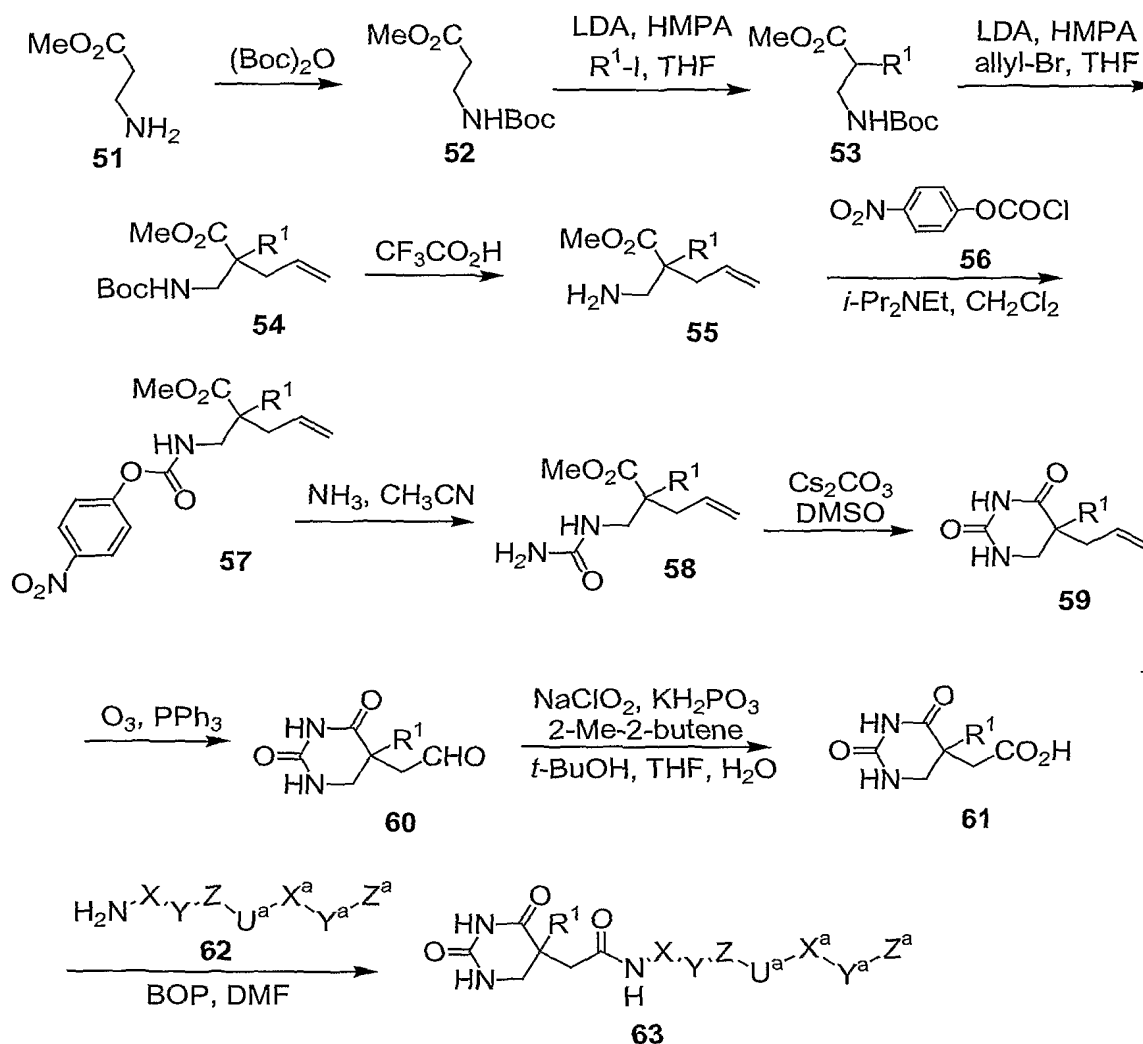
5 A series of pyrimidinediones of formula 63 can be prepared following a sequence outlined in Scheme 9. After Boc protection of β -alanine, consecutive alkylation with $\text{R}^1\text{-I}$ and allyl bromide is effected with LDA in the presence of HMPA. Deprotection of Boc group and reaction with *p*-nitrophenyl chloroformate provide carbamate 57 which is

10

converted to urea **58**. Pyrimidinedione formation is effected with a base such as cesium carbonate. Olefin **59** is then converted to acid **61** via consecutive oxidations and coupled with amine **62** to complete the synthesis.

5

Scheme 9

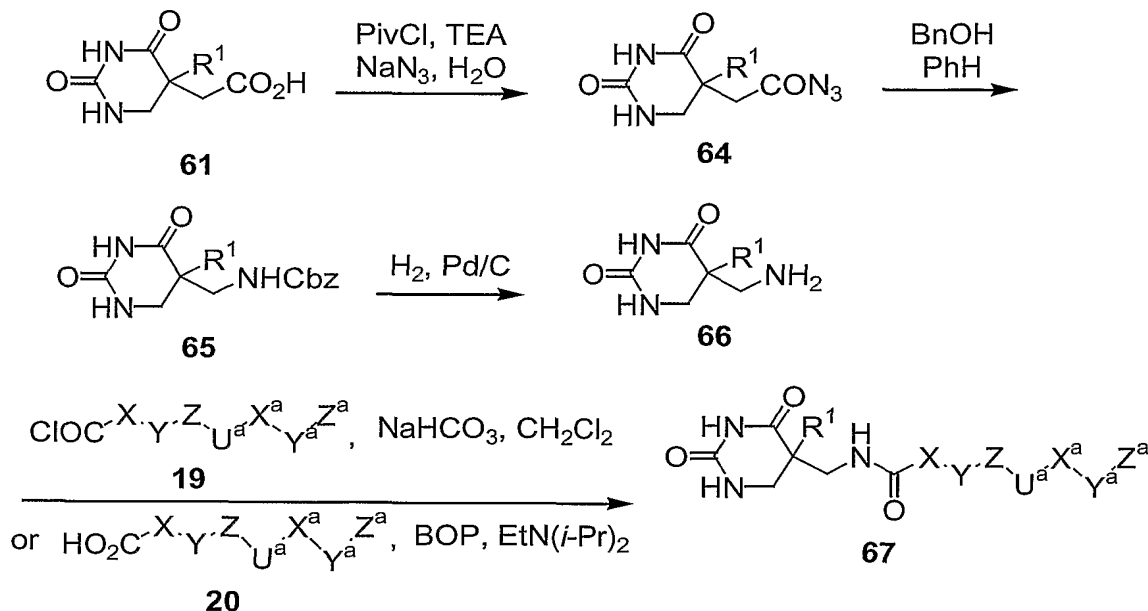


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A series of pyrimidinediones of formula **67** can be synthesized following a sequence outlined in Scheme 10. Acid **61** is converted to acyl azide **64** by formation of mixed anhydride and treatment with sodium azide. Curtius rearrangement in the presence benzyl alcohol gives Cbz-

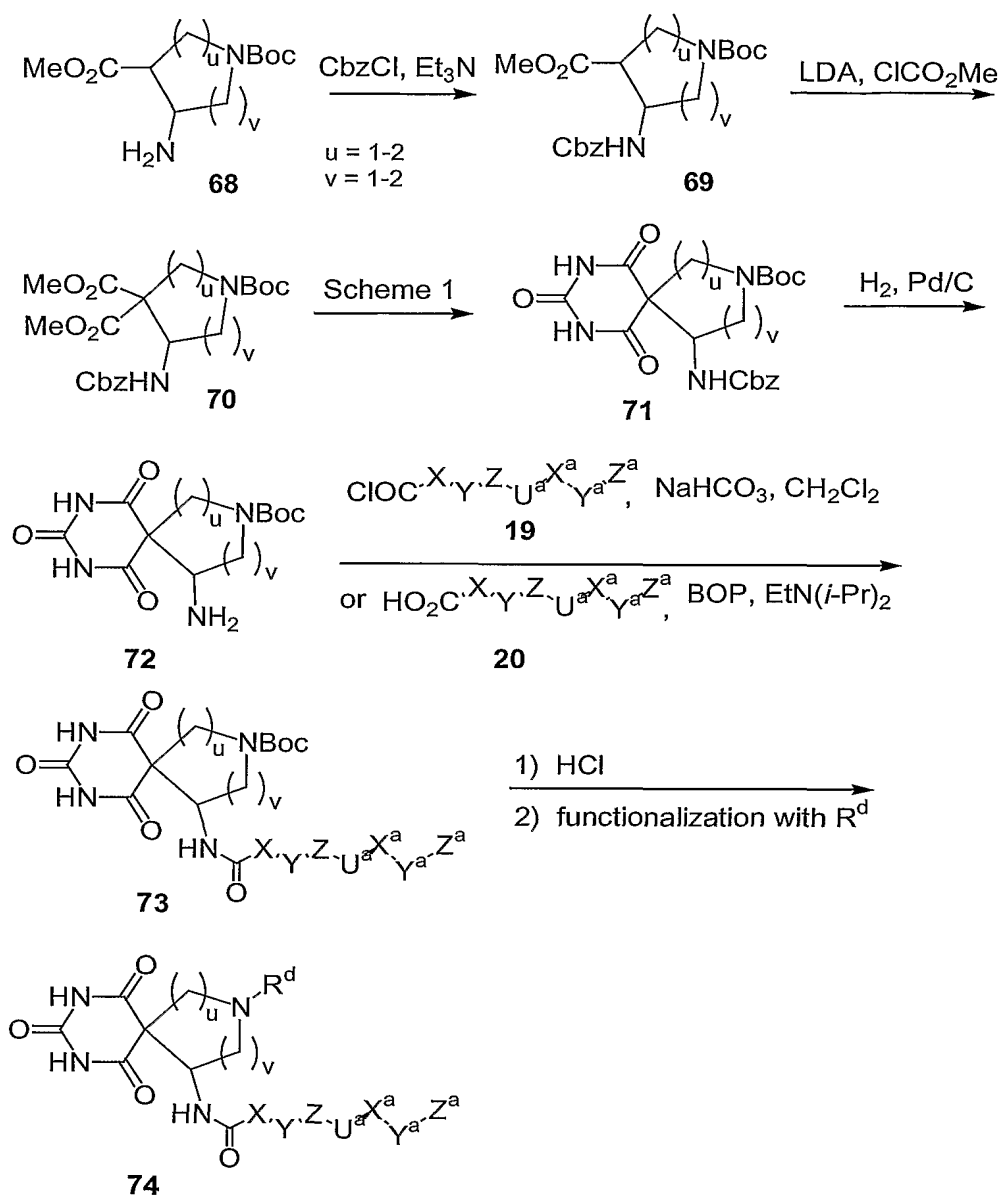
protected amine **65**. Deprotection and coupling with acid chloride **19** or acid **20** complete the synthesis of **67**.

Scheme 10

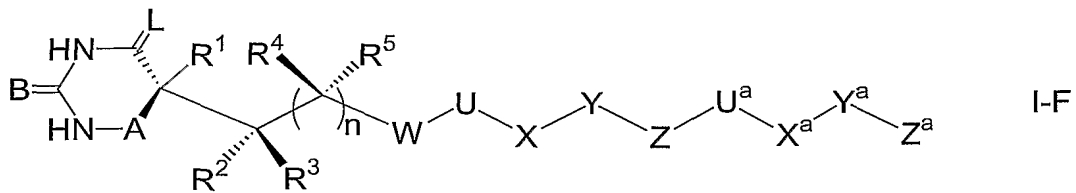
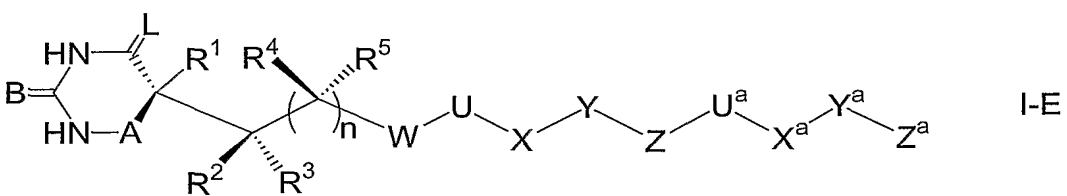
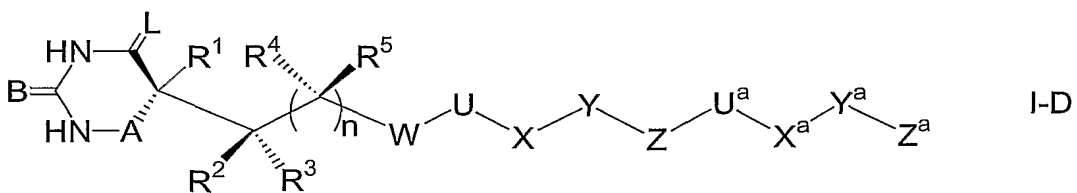
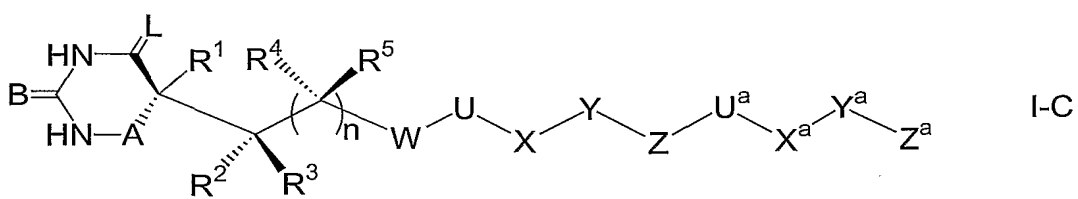
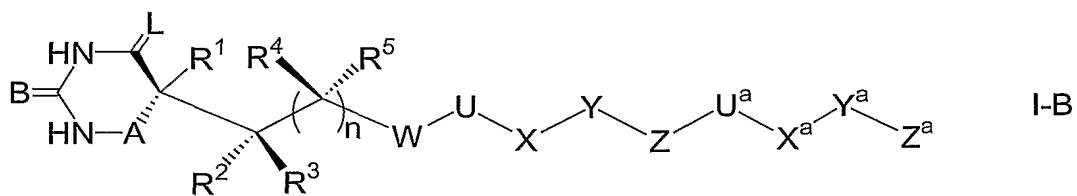
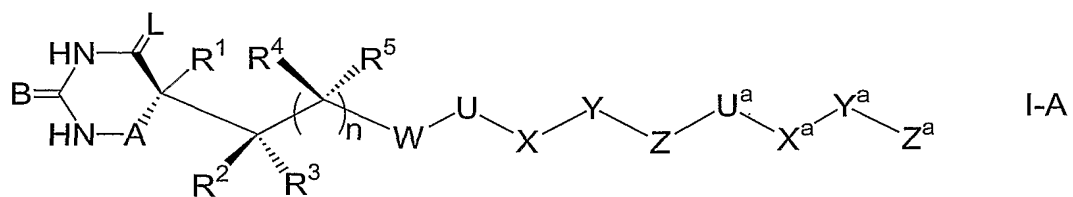


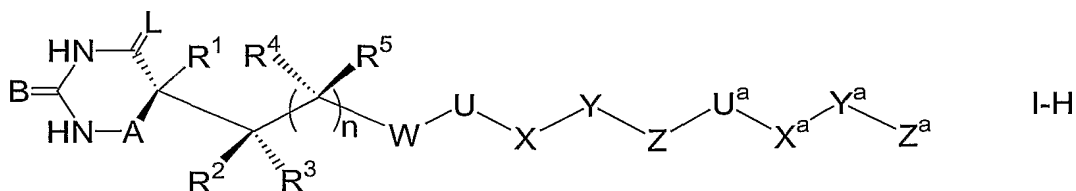
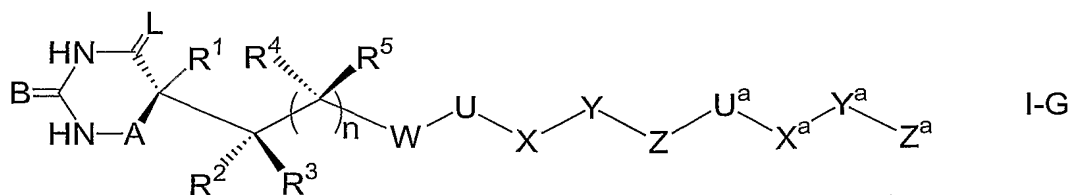
A series of pyrimidinetriones where R^1 and R^2 combine to form cyclic amines can be prepared following a sequence outline in Scheme 11. The cyclic amino ester **68** is prepared following published procedures (WO 01/70673). **68** is first protected with Cbz group and then treated with LDA and methyl chloroformate to effect carbomethoxylation. Diester **70** is converted to pyrimidinetrione **71** following previously described conditions. After removal of the Cbz protecting group, the resultant amine **72** is coupled with acid chloride **19** or acid **20** to provide **73**. After removal of the Boc group, the resultant amine is converted to tertiary amines by reductive amination, amides by reaction with anhydrides or acid chlorides, sulfonamides with sulfonyl chlorides, ureas with isocyanates, or carbamates with chloroformates.

Scheme 11



5 One isomer of a compound of Formula I may display superior activity compared with the others. Thus, the following eight stereoisomers (I-A to I-H) are considered to be a part of the present invention. Each stereoisomer can be synthesized selectively using the chemistry
10 described in the previous sections, or synthesized as a mixture and separated at intermediate or final compound stage by HPLC or chiral HPLC.





When required, separation of the racemic material can be achieved by HPLC using a chiral column or by a resolution using a resolving agent such as camphonic chloride as in Wilen, S. H. *Tables of Resolving Agents and Optical Resolutions* 1972, 308 pp or using enantiomerically pure acids and bases. A chiral compound of Formula I may also be directly synthesized using a chiral catalyst or a chiral ligand, e.g., Jacobsen, E. *Acc. Chem. Res.* 2000, 33, 421-431 or using other enantio- and diastereo-selective reactions and reagents known to one skilled in the art of asymmetric synthesis.

Other features of the invention will become apparent in the course of the following descriptions of exemplary embodiments that are given for illustration of the invention and are not intended to be limiting thereof.

EXAMPLES

Abbreviations used in the Examples are defined as follows: "1 x" for once, "2 x" for twice, "3 x" for thrice, "°C" for degrees Celsius, "eq" for equivalent or equivalents, "g" for gram or grams, "mg" for milligram or milligrams, "mL" for milliliter or milliliters, "¹H" for proton, "h" for hour or hours, "M" for molar, "min" for minute or minutes, "MHz" for megahertz, "MS" for mass

spectroscopy, "NMR" for nuclear magnetic resonance spectroscopy, "rt" for room temperature, "tlc" for thin layer chromatography, "v/v" for volume to volume ratio.

" α ", " β ", "R" and "S" are stereochemical designations

5 familiar to those skilled in the art.

Example 1

5-Methyl-5-(3-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}-3-oxopropyl)-2,4,6(1H,3H,5H)-pyrimidinetrione

10

(1a) *tert*-Butyl-dimethylsilyl chloride (TBSCl) (15.89 g, 2.1 eq) was added to a solution of 4-hydroxycinnamic acid (8.24 g, 50 mmol) and imidazole (10.25 g, 3 eq) in DMF (100 mL) at rt. The resulting solution was stirred for 48 h.

15 DMF was removed by high-vac rotary evaporator at 60 °C. The residue was dissolved in ether (150 mL), washed with 5% citric acid (150 mL), water (150 mL) and brine (150 mL). The ether solution was dried (MgSO₄) and concentrated to give a white solid (15.74 g). This TBS ester was used in
20 the next step without further purification.

(1b) To an ether (100 mL) slurry of the ester (15.74 g, 40 mmol) from (1a) at 0 °C was added DIBAL (1M toluene solution, 100 mL, 2.5 eq) dropwise in 1 h. The reaction
25 mixture was stirred at 0 °C for another 1 h then quenched by slowly adding Rochelle's solution (100 mL) at 0 °C. The mixture was extracted with ether (2 x 350 mL). The combined ether phase was washed with brine (350 mL), dried (MgSO₄), filtered through a short bed of celite and
30 concentrated. The crude product was purified by flash column chromatography (15% ethyl acetate-hexane) to yield the desired alcohol as a colorless oil (4.68 g, 35% for 2 steps). ¹H NMR was consistent with literature data (Young, S. D.; Payne, L. S.; Thompson, W. J.; Gaffin, N.; Lyle, T.

A.; Britcher, S. F.; Graham, S. L.; Schultz, T. H.; Deana, A. A.; Darke, P. L.; Zugay, J.; Schleif, W. A.; Quintero, J. C.; Emini, E. A.; Anderson, P. S.; Huff, J. R. *J. Med. Chem.* **1992**, *35*, 1702-1709).

5

(1c) The alcohol from (1b) (2.24 g, 8.5 mmol) in ether (35 mL) was treated with PBr₃ (0.88 mL, 1.1 eq) and stirred for 20 min at 0 °C. After the reaction was complete, the mixture was poured into saturated NaHCO₃ (100 mL), diluted
10 with hexanes. The hexane layer was washed with brine, dried (MgSO₄), filtered through a short bed of silica gel and concentrated to give the bromide as a brown oil (1.37 g, 49%). ¹H NMR was consistent with literature data.

15 (1d) NaH (60% in mineral oil, 0.3 g, 1.8 eq) was added to a THF (20 mL) solution of dimethyl methylmalonate (0.73 g, 1.2 eq) at 0 °C. The mixture was stirred for an additional 10 min, then a THF (20 mL) solution of the bromide (1.37 g, 4.19 mmol) from (1c) was added at 0 °C. The mixture was
20 stirred at rt overnight, quenched by slowly adding water, and extracted with ethyl acetate (2 x 100 mL), dried (MgSO₄), filtered and purified by flash column chromatography (10% ethyl acetate-hexane) to yield the unsaturated TBS ether as a colorless oil (0.85 g, 52%). MS
25 Found: (M+H)⁺ = 393.

(1e) To a THF (1 mL) solution of the unsaturated TBS ether (0.1 g, 0.25 mmol) from (1d) was added TBAF (1 M THF solution, 0.5 mL, 2 eq) at rt. After 20 min, TLC (10%
30 ethyl acetate-hexanes) showed the reaction was complete. The mixture was concentrated and purified by flash column chromatography (25% ethyl acetate-hexane) to yield the

unsaturated phenol as a colorless oil (0.071 g, 99%). MS Found: (M+H)⁺ = 279.

(1f) The unsaturated phenol (71 mg, 0.26 mmol) from (1e) was mixed with 4-(chloromethyl)-2-methylquinoline (50 mg, 1 eq) and cesium carbonate (169 mg, 2 eq) in DMF (1 mL) and the mixture stirred at rt overnight. After the reaction was complete, DMF was removed by high-vac rotary evaporator at 60 °C. The residue was purified by flash column chromatography (40% ethyl acetate-hexane) to yield the unsaturated quinoline ether as a colorless oil (95 mg, 84%). MS Found: (M+H)⁺ = 434.

(1g) Magnesium turnings (24 mg, 4.2 eq) were heated in reflux methanol (3 mL) until the metal disappeared. To the resulting white cloudy solution of magnesium methoxide was added urea (40 mg, 2.8 eq) and the unsaturated quinoline ether (105 mg in 0.5 mL CH₂Cl₂, 0.24 mmol) from (1f). The mixture was refluxed for 48 h, concentrated and purified by silica gel chromatography (75% ethyl acetate-hexane) to give the barbituric acid as a white solid (19 mg, 19%). MS Found: (M+H)⁺ = 430.

(1h) According to a literature procedure (Miller, D. G.; Wayner, D. D. M. *J. Org. Chem.* **1990**, *55*, 2924-2927), an acetonitrile-water (7:1, 1 mL) solution of Pd(OAc)₂ (0.9 mg, 0.27 eq), benzoquinone (recrystallized from hexanes, 19.4 mg, 12 eq) and HClO₄ (6 µL) was added to the unsaturated barbituric acid (9 mg) from (1g) and stirred at rt for 96 h. TLC (50% ethyl acetate-hexanes) showed only one product formed. The title barbituric acid (6.6 mg, 71%) was obtained by flash column chromatography (ethyl acetate) as a white solid. MS Found: (M+H)⁺ = 446.

Example 2

4-[(2-Methyl-4-quinolinyl)methoxy]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide

5 (2a) A solution of the dimethyl methylmalonate (5.00 g, 34.2 mmol) in tetrahydrofuran (50 mL) was added to a suspension of 60 wt% sodium hydride (2.05 g, 1.5 eq) in tetrahydrofuran (50 mL) dropwise at rt over 5 min. The mixture was stirred at rt for 30 min and allyl bromide
10 (5.92 mL, 2.0 eq) was added. After stirring at rt for 1 h, the mixture was quenched with saturated NaHCO₃ (30 mL) and diluted with ethyl acetate (300 mL). The organic phase was separated and washed with water (20 mL), brine (20 mL), dried (MgSO₄) and concentrated *in vacuo* to provide the
15 desired ester (7.00 g). This crude material was taken to the next step without purification. MS found: (M+H)⁺ = 187.

(2b) Ozone was bubbled into a solution of the crude product from reaction (2a) (3.50 g, 17.1 mmol) in
20 dichloromethane (200 mL) at -78 °C until the solution turned into blue color. Nitrogen was bubbled into the mixture until the blue color disappeared. Following addition of triphenylphosphine (5.38 g, 1.2 eq), the mixture was stirred at rt for 3 h, concentrated and purified by silica
25 gel column chromatography (ethyl acetate-hexanes, 2:8) to provide the desired aldehyde (2.40 g, 75% for two steps). MS found: (M+H)⁺ = 189.

(2c) A solution of sodium chlorite (1.01 g, 1.5 eq) and
30 potassium dihydrogenphosphate (1.10 g, 1.5 eq) in water (18 mL) was added to the mixture of the product from reaction (2b) (1.00 g, 5.31 mmol), 2-methyl-2-butene (8 mL) and *tert*-butyl alcohol (8 mL) in tetrahydrofuran (8 mL) dropwise over 5 min at rt. After stirring at rt for 30

min, the mixture was adjusted to pH 2-3 with 1 N HCl, diluted with ethyl acetate (200 mL), washed with water (2 x 10 mL), brine (10 mL), dried (MgSO₄) and concentrated *in vacuo* to provide the desired acid (1.20 g). The crude
5 material was taken to the next step without purification.
MS found: (M+H)⁺ = 205.

(2d) The crude product from reaction (2c) (500 mg, 2.21 mmol) was treated with triethylamine (0.62 mL, 2.0 eq) and
10 diphenylphosphoryl azide (0.57 mL, 1.2 eq) in benzene (10 mL) at rt and the mixture heated to reflux for 1 h. The mixture was cooled to rt and benzyl alcohol (0.27 mL, 1.2 eq) was added. The resulting mixture was heated to reflux for 1 h, cooled to rt, quenched with saturated NaHCO₃ (10
15 mL), diluted with ethyl acetate (200 mL), washed with water (2 x 10 mL), brine (10 mL), dried (MgSO₄) and concentrated *in vacuo*. Purification of the residue by silica gel column chromatography (ethyl acetate-hexanes, 2:8) provided the desired ester (540 mg, 79% for two steps). MS found:
20 (M+H)⁺ = 310.

(2e) The product from reaction (2d) (500 mg, 1.61 mmol) in methanol (30 mL) was treated with 10 wt% palladium on carbon (100 mg) and stirred under balloon pressure hydrogen
25 for 2 h. The mixture was purged with nitrogen and filtered through a plug of celite. The filter plug was washed with methanol until free of product. The filtrate was treated with 1 N HCl in ether (2 mL) and concentrated to provide the desired amine as hydrogen chloride salt (340 mg, 100%).
30 MS found: (M+H)⁺ = 176.

(2f) Saturated NaHCO₃ (10 mL) was added to a vigorously stirred solution of the product from reaction (2e) (100 mg, 0.472 mmol) and 4-[(2-methyl-4-quinolinyl)methoxy]benzoyl

chloride (173 mg, 1.05 eq) in dichloromethane (10 mL) at rt. After stirring for 10 min, the mixture was diluted with ethyl acetate (100 mL), washed with water (10 mL), brine (10 mL), dried (MgSO_4) and concentrated *in vacuo*.

5 Purification of the residue by silica gel column chromatography (ethyl acetate-hexanes, 7:3) provided the desired amide (200 mg, 94%). MS found: $(\text{M}+\text{Na})^+ = 473$.

(2g) In an analogous procedure to reaction (1g), the
10 product from reaction (2f) (30.0 mg, 0.0666 mmol) was converted to the title barbituric acid and purified by silica gel column chromatography (methanol-dichloromethane, 5:95) to provide the barbituric acid (3.0 mg, 10%). MS found: $(\text{M}+\text{H})^+ = 447$.

15

Example 3

4-[(1,1-Dioxido-2,3-dihydro-4*H*-1,4-benzothiazin-4-yl)methyl]-*N*-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide trifluoroacetate

20

(3a) To a THF (20 mL) solution of dimethyl methylmalonate (5.5 g, 37 mmol) at -10°C was added NaH (60% in mineral oil, 1.66 g, 1.1 eq). The mixture was stirred for 20 min, then *N*-bromomethylphthalimide (9.5 g, 1.05 eq) was added at
25 0°C . The mixture was allowed to slowly warm to rt, stirred for 3 h, and quenched with water. Following extraction with ethyl acetate, the combined ethyl acetate extracts were washed with 1 N HCl and brine, dried (MgSO_4), filtered and concentrated. Purification by flash column
30 chromatography (20% ethyl acetate-hexane) yielded the phthalimide as a white crystalline solid (5.81 g, 51%).

(3b) To a methanol (50 mL) solution of the phthalimide (1.33 g, 4.36 mmol) from (3a) was added hydrazine (0.15 mL,

1.1 eq) and the mixture was stirred at rt for 96 h. The mixture was concentrated and purified by flash column chromatography (6% methanol-methylene chloride) to yield the amine as a colorless oil (0.40 g, 53%). The amine was
5 then treated with HCl (1 N THF solution) to give the HCl salt as a white solid. MS Found: (M+H)⁺ = 176.

(3c) Potassium carbonate (4.4 g, 31.9 mmol) and 1,2-dibromoethane (690 μ L, 8.0 mmol) were added to a solution
10 of 2-aminothiophenol (1.0 g, 8.0 mmol) in 20 mL of acetone at rt. The reaction mixture was stirred overnight. The insoluble material was filtered off and the filtrate was concentrated *in vacuo*. The residue was purified on silica gel column to provide 3,4-dihydro-2H-1,4-benzothiazine (0.8
15 g, 66%). MS (ES⁺): 152 (M+1).

(3d) Potassium carbonate (5.2 g, 37.7 mmol) and methyl 4-(bromomethyl)benzoate (2.8 g, 12.6 mmol) were added to a solution of (3c) (1.9 g, 12.6 mmol) in 20 mL of anhydrous
20 DMF. The reaction mixture was heated to 80 °C overnight. After cooling to rt, the solid was filtered off and rinsed with DMF. The filtrate was concentrated *in vacuo* and the residue was purified on silica gel column to provide methyl 4-(2,3-dihydro-4H-1,4-benzothiazin-4-ylmethyl)benzoate
25 (3.02 g, 80%). MS (ES⁺): 300 (M+1).

(3e) A solution of Oxone[®] (15.5 g, 25.3 mmol) in 30 mL of water was added slowly to a solution of (3d) (3.02 g, 10.1 mmol) in 80 mL of MeOH. Upon completion of the reaction,
30 the solution was diluted with ethyl acetate, washed with saturated NaHCO₃ and dried over MgSO₄. After filtration and concentration, the residue was purified on silica gel column to provide methyl 4-[(1,1-dioxido-2,3-dihydro-4H-

1,4-benzothiazin-4-yl)methyl]benzoate (1.25 g, 37%). MS
(AP⁺): 332 (M+1).

(3f) A mixture of the benzoate from reaction (3e) (5.18 g,
5 15.6 mmol) and sodium hydroxide (1.25 g, 2 eq) in methanol
(50 mL) and water (50 mL) was heated to reflux for 2 days.
Upon completion, the mixture was neutralized to pH 4 with 1
N HCl and concentrated. The residue was treated with
methanol and filtered. The filtrate was concentrated to
10 provide the desired acid (4.60 g, 93%). MS (ES⁺): 318
(M+1).

(3g) The HCl salt (52 mg, 0.25 mmol) from (3b) was mixed
with the acid (78 mg, 1 eq) from (3f), PyBrop (115 mg, 1
15 eq), DIPEA (214 μ L, 5 eq) and CH₂Cl₂ (2 mL) at rt. After
stirring overnight, the material was purified by flash
column chromatography (50% ethyl acetate-hexanes) to yield
the amide as a sticky solid (95 mg, 81%). MS Found: (M+H)⁺
= 475.

20

(3h) Magnesium turnings (24 mg, 5 eq) was heated in reflux
methanol (3 mL) until the metal disappeared. To this white
cloudy solution of magnesium methoxide was added urea (24
mg, 2 eq) and the amide (95 mg, 0.2 mmol) from (3g). The
25 mixture was heated at reflux for 5.5 h and then
concentrated. The resulting white solid was dissolved in
acetonitrile (1 mL), water (2 mL) and TFA (0.5 mL) and
purified by preparative reverse phase HPLC (30-60% CH₃CN-
water with 0.1% TFA) to give the title barbituric acid (27
30 mg, 29%). MS Found: (M+H)⁺ = 471.

Example 4

4-[(2-Methyl-4-quinolinyl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide
trifluoroacetate

5

(4a) 4-Hydroxy-2-methylquinoline (17.4 g, 109 mmol) and phosphorus oxytribromide (47.1 g, 164 mmol) were added to a round-bottom flask. The mixture was heated to 130 °C for several hours. After cooling to rt, the residue was
10 partitioned between saturated Na₂CO₃ and ethyl acetate. The organic layer was separated and the aqueous layer was extracted with ethyl acetate (5 x 300 mL). The combined organic layer was washed with H₂O (2 x 400 mL) and brine (1 x 400 mL) and dried over MgSO₄. After filtration and
15 concentration, the residue was purified on silica gel to provide 4-bromo-2-methylquinoline (8.8 g, 36%). MS (AP⁺): 221.8, 223.8 (M+1).

(4b) 4-Bromo-2-methylquinoline from (4a) (1.0 g, 4.5 mmol)
20 was dissolved in 10 mL of anhydrous THF and the resulting solution was cooled to -78 °C. A solution of *n*-BuLi (3.0 mL, 1.6 M, 4.8 mmol) was added slowly and the resulting solution was maintained at -78 °C for 5 min. Meanwhile, in another flask methyl 4-formylbenzoate (0.9 g, 5.4 mmol) was
25 dissolved in 20 mL of anhydrous THF and the resulting solution was cooled to -78 °C before the lithium reagent made above was cannulated. The whole mixture was stirred for 30 min and quenched with MeOH. The solution was diluted with ethyl acetate and washed with H₂O and brine.
30 After dried over MgSO₄, the organic solution was filtered and concentrated. The residue was purified on silica gel to provide methyl 4-[hydroxy(2-methyl-4-

quinolinyl)methyl]benzoate (0.9 g, 65%). MS (AP⁺): 308 (M+1).

(4c) The benzoate from (4b) (105 mg, 0.34 mmol) was dissolved in 1 mL of dichloromethane. The solution was cooled to 0 °C and triethylamine (95 µL, 0.68 mmol) and MsCl (32 µL, 0.41 mmol) were added. The ice bath was removed and the reaction was monitored by TLC until the disappearance of starting material. The solution was diluted with ethyl acetate and washed with H₂O and brine. The organic layer was dried over MgSO₄, filtered, and concentrated. The residue was purified to provide the mesylate (130 mg, quantitative yield). MS (AP⁺): 386 (M+1).

(4d) A solution of (4c) (120 mg, 0.31 mmol) in 3 mL of MeOH was added to a suspension of the Pd/C catalyst (60 mg, 10%) in 2 mL of MeOH. The reaction took place after the flask was purged with H₂. The reaction was monitored using TLC until disappearance of the starting material. After filtered, the solution was concentrated and the residue was purified on silica gel to provide methyl 4-[(2-methyl-4-quinolinyl)methyl]benzoate (90 mg, quantitative yield). MS (AP⁺): 292 (M+1).

(4e) A solution of aqueous NaOH (1N, 35 mL) was added to a solution of (4d) (5.0 g, 17.2 mmol) in 100 mL of MeOH. The reaction mixture was heated to 60 °C until completion of the reaction, monitored by TLC. Upon the completion, one equivalent of aqueous HCl (1 N, 35 mL) was added to neutralize the base. The solution was concentrated to dryness and the residue was re-dissolved in MeOH. After filtration, the methanolic solution was concentrated to

provide 4-[(2-methyl-4-quinolinyl)methyl]benzoic acid (4.8 g, quantitative yield). MS (ES⁺): 278 (M+1).

(4f) Using a procedure analogous to reaction (3g), the HCl salt (61 mg, 0.35 mmol) from (3b) was treated with the acid (96 mg, 1 eq) from (4e) to yield the amide as a white solid (72 mg, 48%). MS Found: (M+H)⁺ = 435.

(4g) Using a procedure analogous to reaction (3h), the title barbituric acid (21 mg, 38%) was obtained. MS Found: (M+H)⁺ = 431.

Example 5

4-[(2-Isopropyl-1H-benzimidazol-1-yl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide trifluoroacetate

(5a) Using a procedure analogous to reaction (3g), the HCl salt (70 mg, 0.4 mmol) from (3b) was treated with 4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]benzoic acid (117 mg, 1 eq) to yield the amide as a white solid (124 mg, 69%). MS Found: (M+H)⁺ = 452.

(5b) Using a procedure analogous to reaction (3h), the title barbituric acid (35 mg, 37%) was obtained. MS Found: (M+H)⁺ = 448.

Example 6

N-{4-[(2-Methyl-4-quinolinyl)methoxy]phenyl}-2-(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)acetamide trifluoroacetate

(6a) Using a procedure analogous to reaction (1d), the cinnamyl bromide (4.65 mL, 2 eq) was treated with the anion

of dimethyl methylmalonate (2.30 g, 15.7 mmol) and the cinnamyl diester (4 g, 97%) was obtained after flash column chromatography (5% ethyl acetate-hexanes). MS Found: $(M+H)^+ = 263$.

5

(6b) Using a procedure analogous to reaction (1g), the cinnamyl diester (4 g, 15.2 mmol) from (6a) was converted to the cinnamyl barbituric acid (2.9 g, 74%) that was recrystallized from ethyl acetate-hexanes. MS Found: $(M-H)^- = 257$.

10

(6c) The cinnamyl barbituric acid (0.675 g, 2.6 mmol) from (6b) was ozonolyzed in methylene chloride-methanol (1:1, 20 mL) solution at -78°C . The reaction was quenched at -78°C by adding triphenylphosphine (0.72 g, 1.1 eq). The mixture was slowly warmed to rt, concentrated and purified by flash column chromatography (2-10% methanol-methylene chloride) to give the aldehyde (0.48 g, 100%).

15

(6d) To a *tert*-butanol-THF-*cis*-2-methylbutene (1:1:1, 27 mL) solution of the aldehyde (0.66 g, 3.58 mmol) from (6c) was added an aqueous solution (8.25 mL) of NaClO_2 (0.54 g, 1.2 eq) and NaH_2PO_4 (0.45 g, 1.2 eq). The mixture was stirred overnight at rt and then acidified to pH 3 by addition of 1 N HCl. The mixture was concentrated and dissolved in methanol-methylene chloride (1:1, 70 mL) solution and filtered. The filtrate was concentrated and purified by preparative reverse phase HPLC (0-50% acetonitrile-water with 0.1% TFA) to give the acid (0.63 g, 88%) as a white crystalline solid.

25

30

(6e) A mixture of the acid (22 mg, 0.11 eq) from (6d), 4-[(2-methyl-4-quinolinyl)methoxy]aniline HCl salt (40 mg, 1 eq), PyBrop (60 mg, 1.1 eq), DIPEA (0.1 mL, 5 eq) and CH_2Cl_2

(2 mL) was stirred at rt for 4 h. The mixture was concentrated and washed with acetonitrile. The white precipitate was isolated, dissolved in methanol (1 mL), water (1 mL) and TFA (0.5 mL) and purified by preparative reverse phase HPLC (30-60% acetonitrile-water with 0.1% TFA) to give the title barbituric acid as a white TFA salt (23 mg, 48%). MS Found: (M+H)⁺ = 447.

Example 7

10 *tert*-Butyl 4-{5-[(4-{(2-methyl-4-quinolinyl)methoxy}benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}-1-piperazinecarboxylate

(7a) A mixture of dimethyl bromomalonate (34.2 g, 146 mmol), *tert*-butyl 1-piperazinecarboxylate (27.2 g, 146 mmol) and potassium carbonate (20 g, 146 mmol) in acetonitrile (300 mL) was stirred at rt overnight. Upon removal of solvent, the residue was treated with water (100 mL) and extracted with ethyl acetate (2 x 200 mL). The combined extracts were washed with brine (100 mL), dried (Na₂SO₄), filtered, and concentrated. Silica gel chromatography (25% ethyl acetate/hexane) provided the desired product (39.4 g, 85%). MS found: (M+H)⁺ = 317.

25 (7b) A mixture of the malonate (15.5 g, 54 mmol) from reaction (7a), paraformaldehyde (16.2 g, 540 mmol) and dibenzylamine (53.3 g, 270 mmol) was heated at 90 °C overnight. The reaction mixture was allowed to cool to rt, dissolved in dichloromethane, and purified by silica gel chromatography (20% ethyl acetate/hexane) to provide the desired product (11 g, 43%). MS found: (M+H)⁺ = 526.

(7c) A mixture of the dibenzylamine (12.1 g, 23.0 mmol) from reaction (7b), triethylamine (2.3 g, 23.0 mmol) and

Pd(OH)₂/C (3.2 g) in methanol (460 mL) was hydrogenated at 50-55 psi overnight. The catalyst was removed by filtration. The filtrate was concentrated to provide the desired amine (7.2 g, 91%). MS found: (M+H)⁺ = 346.

5

(7d) A mixture of the amine (7.0 g, 20.3 mmol) from reaction (7c), 4-[(2-methyl-4-quinolinyl)methoxy]benzoic acid (6.2 g, 21.3 mmol), BOP reagent (10.8 g, 24.3 mmol) and N,N-diisopropylethylamine (9.2 g, 70.9 mmol) in DMF (200 mL) was stirred at rt for 3 h. The mixture was cooled to 0 °C, partitioned between aqueous NaHCO₃ and ethyl acetate (200 mL each). The aqueous layer was further extracted with ethyl acetate (2 x 250 mL). The combined organic layers were washed with brine, dried (Na₂SO₄) and concentrated. Silica gel column chromatography (20% ethyl acetate/hexane) yielded the desired amide (11.9 g, 94%). MS found: (M+H)⁺ = 621.

(7e) Magnesium turnings (773 mg, 32.2 mmol) in methanol (30 mL) was refluxed under nitrogen until all the magnesium was dissolved (1-2 h). After the resulting white slurry was allowed to cool to rt, a solution of the amide (2 g, 3.2 mmol) from reaction (7d) and urea (387 mg, 6.4 mmol) in methanol (20 mL) was added. The mixture was maintained at reflux overnight, cooled to 0 °C, and quenched with 1 N hydrochloric acid (64 mL) to pH 5. After separation of two phases by filtration, the solid was heated to reflux in methanol to recover additional product and filtered. The combined filtrate was extracted with ethyl acetate (2 x 200 mL). The combined extracts were washed with brine, dried (Na₂SO₄) and concentrated. Silica gel chromatography (7% then 10% methanol/dichloromethane) provided the desired barbituric acid (600 mg, 30%). MS found: (M+H)⁺ = 617.

Example 8

4-[(2-Methyl-4-quinolinyl)methoxy]-N-{[2,4,6-trioxo-5-(1-piperazinyl)hexahydro-5-pyrimidinyl)methyl}benzamide
tris(trifluoroacetate)

To a mixture of the barbituric acid (0.32 g, 0.52 mmol) from reaction (7e) in dichloromethane (30 mL) was added trifluoroacetic acid (5 mL). The resulting solution was stirred at rt for 1.5 h. Upon removal of solvent, the residue was purified by reverse phase HPLC (10-80% acetonitrile/water) to provide the desired product (0.18 g, 41%). MS found: (M+H)⁺ = 517.

Example 9

N-{[5-(4-Methyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl}-4-[(2-methyl-4-quinolinyl)methoxy]benzamide tris(trifluoroacetate)

To a mixture of the amine (25 mg, 0.029 mmol) from reaction (8) and formaldehyde (37 % aqueous solution, 3.3 µL, 1.5 eq) in dichloromethane were added N,N-diisopropylethylamine (15 µL, 3 eq) and sodium triacetoxyborohydride (9.2 mg, 1.5 eq). After stirring at rt for 2 h, the reaction mixture was quenched with aqueous NaHCO₃. Upon removal of dichloromethane, the aqueous residue was treated with methanol to a clear solution and purified by reverse phase HPLC (10-80% acetonitrile/water) to provide the desired N-methylated product (6 mg, 24%). MS found: (M+H)⁺ = 531.

Example 10

4-[(2-Methyl-4-quinolinyl)methoxy]-N-({2,4,6-trioxo-5-[4-(2-propynyl)-1-piperazinyl]hexahydro-5-pyrimidinyl)methyl}benzamide tris(trifluoroacetate)

To a mixture of the amine (25 mg, 0.029 mmol) from reaction (8) and propargyl bromide (4.2 μ l, 1.3 eq) in dichloromethane was added triethylamine (20 μ l, 5 eq).

5 After stirring at rt for 2 h, the reaction mixture was quenched with water. Upon removal of dichloromethane, the aqueous residue was treated with methanol to a clear solution and purified by reverse phase HPLC (10-80% acetonitrile/water) to provide the desired N-propargyl
10 product (3.6 mg, 14%). MS found: (M+H)⁺ = 555.

Example 11

4-[(2-Methyl-4-quinolinyl)methoxy]-N-({5-[4-(methylsulfonyl)-1-piperazinyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}methyl)benzamide bis(trifluoroacetate)
15

Following procedures similar to that used for reaction (10), the amine from reaction (8) was converted to N-methylsulfonamide with methanesulfonyl chloride (6 μ L, 1.3
20 eq). Purification using reverse phase HPLC (10-80% acetonitrile/water) provided the desired product (18 mg, 38%). MS found: (M+H)⁺ = 595.

Example 12

25 *tert*-Butyl 5-[(4-[(2-methyl-4-quinolinyl)methoxy]benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinylcarbamate trifluoroacetate

(12a) A mixture of dimethyl aminomalonate hydrochloride
30 (10 g, 54.5 mmol), di-*tert*-butyl dicarbonate (12 g, 1.02 eq) and triethylamine (19 mL, 2.5 eq) in dichloromethane (200 mL) was stirred overnight. The reaction was quenched with water/brine (1:1, 100 mL). The organic layer was separated, dried (MgSO₄), concentrated and purified by

silica gel chromatography (40% ethyl acetate/hexane) to provide the desired dimethyl (Boc-amino)malonate (11.9 g, 88%). MS found: $(M+H)^+ = 270$.

5 (12b) To a solution of the malonate (1.0 g, 4.0 mmol) from reaction (12a) in N,N-dimethylformamide (8 mL) was added at 0 °C sodium hydride (60% dispersion in mineral oil, 0.34 g, 2.1 eq). After 20 min, N-(bromomethyl)phthalimide (1.0 g, 1.04 eq) was added. The reaction mixture was stirred at 0
10 °C for 1 h before quenched with aqueous ammonium chloride, and extracted with ethyl acetate. The extracts were washed with brine, dried ($MgSO_4$), concentrated and purified by silica gel chromatography (20% then 40% ethyl acetate/hexane) to provide the desired alkylated product
15 (0.9 g, 55%). MS found: $(M+H)^+ = 407$.

(12c) A mixture of the product from reaction (12b) (0.8 g, 2.0 mmol) and hydrazine (0.068 mL, 1.1 eq) in methanol (20 mL) was stirred at rt overnight, then refluxed for 5 h.
20 The reaction mixture was allowed to cool to rt. The white precipitate was filtered off. The filtrate was concentrated and purified by silica gel chromatography (2.5% then 5% methanol/dichloromethane) to provide the desired free amine (0.16 g, 30%). MS found: $(M+H)^+ = 277$.

25 (12d) A mixture of the amine (0.15 g, 0.54 mmol) from reaction (12c), 4-[(2-methyl-4-quinolinyl)methoxy]benzoic acid (0.16 g, 1.02 eq), BOP reagent (0.26 g, 1.1 eq) and N,N-diisopropylethylamine (0.19 mL, 2 eq) in DMF (4 mL) was
30 stirred at rt for 2 h. The mixture was quenched with aqueous $NaHCO_3$, extracted with ethyl acetate. The extracts were washed with brine, dried ($MgSO_4$) and concentrated to provide the crude product as a solid. Recrystallization

from ethyl acetate/hexane yielded the desired amide (0.21 g, 70%). MS found: $(M+H)^+ = 552$.

(12e) Magnesium turnings (76.8 mg, 3.2 mmol) in methanol (3 mL) were refluxed under nitrogen until all the magnesium were dissolved (1-2 h). The resulting white slurry was allowed to cool to rt. To the mixture were added urea (38.7 mg, 2 eq) and a solution of the amide (176 mg, 0.32 mmol) from reaction (12d) in methanol (2 mL). The mixture was refluxed for 3 h, allowed to cool to rt, and quenched with 1 N hydrochloric acid (5 mL) to pH 5-6. The mixture was then extracted with 10% methanol/dichloromethane (3 x 20 mL). The combined extracts were concentrated. Purification using reverse phase HPLC (10-80% acetonitrile/water) provided the acyclic precursor (10 mg). MS found: $(M+H)^+ = 580$.

(12f) The product from reaction (12e) (10 mg, 0.017 mmol) in DMSO (1 mL) was treated with Cs_2CO_3 (28 mg, 5 eq) at rt overnight. Purification using reverse phase HPLC (10-80% acetonitrile/water) provided the desired product (2 mg). MS found: $(M+H)^+ = 548$.

Example 13

4-[(2-Methyl-4-quinolinyl)methoxy]-N-(1,3,5-trioxo-2,4-diazaspiro[5.5]undec-7-yl)benzamide trifluoroacetate

(13a) To a methylene chloride-methanol (1:1, 10 mL) solution of *cis*-2-(*tert*-butoxycarbonylamino)-cyclohexanecarboxylic acid (1 g, 4.11 mmol) was added TMSCHN_2 (2 M hexane solution, 2.7 mL, 1.3 eq) at rt. The mixture was stirred for 30 min, then concentrated to yield the methyl ester (0.94 g, 94%). MS Found: $(M+H)^+ = 258$.

(13b) To a THF (10 mL) solution of diisopropylamine (0.68 mL, 2.5 eq) at -78 °C was added butyllithium (1.6 M hexane solution, 3 mL, 2.5 eq). The mixture was stirred at -78 °C for 45 min. The methyl ester (500 mg, 1.94 mmol) from
5 (13a) in THF (2 mL) was added and stirred at the same temperature for 30 min. Finally, methyl chloroformate (0.17 mL, 1.1 eq) was added and the reaction temperature was allowed to slowly warm to rt. The mixture was quenched with saturated NaHCO₃ and ethyl acetate. The organic layer
10 was washed with water and brine, dried (MgSO₄), filtered and purified by flash column chromatography (15% ethyl acetate-hexane) to yield the diester (319 mg, 52%). MS Found: (M+H)⁺ = 316.

15 (13c) Magnesium turnings (42 mg, 3 eq) was heated in reflux methanol (5 mL) until the metal disappeared. To this white cloudy solution of magnesium methoxide was added urea (70 mg, 2 eq) and the diester (184 mg, 0.59 mmol) from (13b). The mixture was refluxed for 48 h. The residue was
20 quenched with 1 N HCl (3 mL), extracted with ethyl acetate (2 x 15 mL). The organic layer was washed with water (5 mL), dried (MgSO₄), filtered and purified by flash column chromatography (50% ethyl acetate-hexane) to yield the N-Boc barbituric acid (74 mg, 41%). MS Found: (M-H)⁻ = 310.

25 (13d) To a methylene chloride (3 mL) solution of the N-Boc barbituric acid (70 mg, 0.22 mmol) from (13c) was added TFA (3 mL) at rt. The solution was stirred for 1 h then concentrated to give the TFA salt of the amino barbituric
30 acid (90 mg). MS Found: (M+H)⁺ = 212.

(13e) A mixture of the amino barbituric acid (73 mg, 0.22 mmol) from (13d), 4-[(2-methyl-4-quinolinyl)methoxy]benzoic acid (73 mg, 1.1 eq), BOP (119 mg, 1.2 eq), DIPEA (0.159

mL, 4 eq) and DMF (4 mL) was stirred at rt for 1 h then quenched by adding saturated NaHCO_3 (3 mL). The mixture was extracted with ethyl acetate (2 x 15 mL), dried (MgSO_4), concentrated and purified by preparative HPLC (20-
5 45% acetonitrile-water with 0.1% TFA) to give the title barbituric acid as a white TFA salt (20 mg, 15%). MS Found: $(\text{M}+\text{H})^+ = 487$.

Example 14

10 4-[(2-Methyl-4-quinolinyl)methoxy]-N-(6,8,10-trioxo-7,9-diazaspiro[4.5]dec-1-yl)benzamide trifluoroacetate

(14a) Using procedures analogous to reaction (13a), *cis*-2-(*tert*-butoxycarbonylamino)cyclopentanecarboxylic acid (2 g,
15 8.7 mmol) was converted the methyl ester (1.60 g, 75%).

(14b) Using procedures analogous to reaction (13b), the methyl ester (500 mg, 2.06 mmol) from (14a) was converted to the diester (450 mg, 72%). MS Found: $(\text{M}+\text{H})^+ = 302$.

20

(14c) Using procedures analogous to reaction (13c), the diester (100 mg, 0.33 mmol) from (14b) was converted to the N-Boc barbituric acid (30 mg, 30%). MS Found: $(\text{M}-\text{H})^- = 296$.

25

(14d) Using procedures analogous to reaction (13d), the N-Boc barbituric acid (30 mg, 0.1 mmol) from (14c) was converted to the amino barbituric acid (35 mg, 100%). MS Found: $(\text{M}+\text{H})^+ = 198$.

30

(14e) Using procedures analogous to reaction (13e), the title barbituric acid was obtained as a white TFA salt (8 mg, 18%). MS Found: $(\text{M}+\text{H})^+ = 473$.

Example 15

4-[(2-Methyl-4-quinolinyl)methoxy]-N-[(2*S*)-6,8,10-trioxo-7,9-diazaspiro[4.5]dec-2-yl]benzamide trifluoroacetate

5 (15a) Using procedures analogous to reaction (13a), the (1*S*,3*R*)-N-Boc-1-amino-cyclopentane-3-carboxylic acid (0.52 g, 2.26 mmol) was converted to the methyl ester (0.53 g).

(15b) Using procedures analogous to reaction (13b), the
10 methyl ester (340 mg, 1.4 mmol) from (15a) was converted to the diester (211 mg, 50%).

(15c) Using procedures analogous to reaction (13c), the diester (105 mg, 0.35 mmol) from (15b) was converted to the
15 N-Boc barbituric acid (11 mg, 11%).

(15d) Using procedures analogous to reaction (13d), the N-Boc barbituric acid (11 mg, 0.037 mmol) from (15c) was converted to the amino barbituric acid. MS Found: (M+H)⁺ =
20 198.

(15e) Using procedures analogous to reaction (13e), the amino barbituric acid from (15d) was converted to the title barbituric acid as a white TFA salt (8 mg, 48%). MS Found:
25 (M+H)⁺ = 473.

Example 16

4-[(2-Methyl-4-quinolinyl)methoxy]-N-[(2*R*)-6,8,10-trioxo-7,9-diazaspiro[4.5]dec-2-yl]benzamide trifluoroacetate

30

(16a) Using procedures analogous to reaction (13a), the (1*R*,3*S*)-N-Boc-1-amino-cyclopentane-3-carboxylic acid (0.5 g, 2.18 mmol) was converted to the methyl ester as a white needle crystal (0.51 g, 96%). MS Found: (M+H)⁺ = 244.

(16b) Using procedures analogous to reaction (13b), the methyl ester (510 mg, 2.1 mmol) from (16a) in THF (2 mL) was converted to the diester (104 mg, 17%). MS Found:

5 (M+H)⁺ = 302.

(16c) Using procedures analogous to reaction (13c), the diester (104 mg, 0.35 mmol) from (16b) was converted to the N-Boc barbituric acid (82 mg, 81%). MS Found: (M-Boc)⁺ =

10 198.

(16d) Using procedures analogous to reaction (13d), the N-Boc barbituric acid (48 mg, 0.16 mmol) from (16c) was converted to the amino barbituric acid. MS Found: (M+H)⁺ =

15 198.

(16e) Using procedures analogous to reaction (13e), the amino barbituric acid from (16d) was converted to the title barbituric acid as a white TFA salt (21 mg, 30%). MS

20 Found: (M+H)⁺ = 473.

Example 17

N-[(5-Methyl-2,4-dioxohexahydro-5-pyrimidinyl)methyl]-4-
[(2-methyl-4-quinolinyl)methoxy]benzamide trifluoroacetate

25

(17a) A solution of N-(*tert*-butoxycarbonyl)- β -alanine methyl ester (2.50 g, 12.3 mmol) and hexamethylphosphoramide (21.4 mL, 10 eq) in tetrahydrofuran (50 mL) was added dropwise to a solution of lithium diisopropylamide (27.1 mmol, 2.2 eq) in tetrahydrofuran (100 mL) at -78 °C over 10 min. After 30 min at -78 °C, iodomethane (0.92 mL, 1.2 eq) was added and the mixture was stirred at 0 °C for 1 h. Saturated NaHCO₃ (10 mL) and ethyl acetate (300 mL) were added. The mixture was washed with water (2 x 20 mL),

brine (20 mL), dried (MgSO_4) and concentrated *in vacuo*.

Purification of the residue by silica gel column chromatography (ethyl acetate-hexanes, 2:8) yielded the desired ester (1.40 g, 53%). MS found: $(\text{M}+\text{H})^+ = 218$.

5

(17b) Using a procedure analogous to reaction (17a), the product from reaction (17a) (1.40 g, 6.44 mmol) was reacted with allyl bromide (0.72 mL, 1.3 eq) to provide the desired ester (1.20 g, 72%). MS found: $(\text{M}+\text{H})^+ = 258$.

10

(17c) The product from reaction (17b) (1.10 g, 4.27 mmol) was treated with trifluoroacetic acid (5.0 mL) in dichloromethane (5.0 mL) at rt. The mixture was stirred at rt for 1 h and concentrated *in vacuo* to provide the desired amine (1.16 g, 100%). MS found: $(\text{M}+\text{H})^+ = 158$.

15

(17d) The product from reaction (17c) (1.16 g, 4.27 mmol) was treated with N,N-diisopropylethylamine (2.23 mL, 3.0 eq) and 4-nitrophenyl chloroformate (947 mg, 1.1 eq) in dichloromethane (50 mL) at rt. After 1 h at rt, saturated NaHCO_3 (10 mL) and ethyl acetate (200 mL) were added. The mixture was washed with water (2 x 10 mL), brine (10 mL), dried (MgSO_4) and concentrated *in vacuo*. Purification by silica gel column chromatography (ethyl acetate-hexanes, 2:8) yielded the desired compound (1.04 g, 76%). MS found: $(\text{M}+\text{H})^+ = 323$.

20

25

(17e) Ammonia gas was bubbled into a solution of the product from reaction (17d) (1.00 g, 3.10 mmol) in acetonitrile (20 mL) at rt for 5 min. The mixture was stirred at rt for 1 h and concentrated *in vacuo*. The residue was dissolved in DMSO (10 mL) and treated with cesium carbonate (3.03 g, 3.0 eq). After 24 h at rt, saturated NaHCO_3 (10 mL) and ethyl acetate (300 mL) were

30

added. The mixture was washed with water (2 x 20 mL),
brine (20 mL), dried (MgSO_4) and concentrated *in vacuo*.
Purification of the residue by crystallization (ethyl
acetate-hexanes) yielded the desired pyrimidinedione (350
5 mg, 67%). MS found: $(\text{M} + \text{CH}_3\text{CN} + \text{H})^+ = 210$.

(17f) Ozone was bubbled into a solution of the product
from reaction (17e) (320 mg, 1.90 mmol) in dichloromethane
(10 mL) and methanol (10 mL) at -78°C until the solution
10 turned into blue color. The mixture was bubbled with
nitrogen until the blue color disappeared. After addition
of triphenylphosphine (600 mg, 1.2 eq), the mixture was
warmed to rt, stirred for 3 h, and concentrated *in vacuo*.
Purification by silica gel column chromatography (methanol-
15 dichloromethane, 1:9) provided the desired aldehyde (270
mg, 84%). MS found: $(\text{M} + \text{CH}_3\text{CN} + \text{H})^+ = 212$.

(17g) A solution of sodium chlorite (224 mg, 1.5 eq) and
potassium dihydrogenphosphate (244 mg, 1.5 eq) in water
20 (6.0 mL) was added to a mixture of the product from
reaction (17f) (200 mg, 1.18 mmol), 2-methyl-2-butene (3.0
mL) and *tert*-butyl alcohol (3.0 mL) in tetrahydrofuran (3.0
mL) at rt. After 30 min at rt, the solution was adjusted
pH 2-3 with 1 N HCl. After removal of solvent *in vacuo*,
25 the residue was treated with methanol (50 mL), heated to 50°C
for 1 h, and cooled to rt. After removal of precipitate
by filtration, the filtrate was concentrated *in vacuo* to
provide the desired acid (300 mg). This crude material was
taken to the next step without further purification. MS
30 found: $(\text{M} + \text{CH}_3\text{CN} + \text{H})^+ = 228$.

(17h) Isobutyl chloroformate (80.6 mg, 2.0 eq) was added
to a mixture of the product from reaction (17g) (75 mg,

0.295 mmol) and triethylamine (0.12 mL, 3.0 eq) in tetrahydrofuran (6.0 mL) at 0 °C. After 30 min at 0 °C, a solution of sodium azide (450 mg, 20 eq) in water (3.0 mL) was added and the resultant mixture was stirred at 0 °C for 1 h. Following addition of ethyl acetate (100 mL), the mixture was washed with water (10 mL), brine (10 mL), dried (MgSO_4) and concentrated *in vacuo*. The dry residue was dissolved in benzene (10 mL), heated to reflux for 1 h, and cooled to rt. Benzyl alcohol (63.8 mg, 2.0 eq) was added. The mixture was heated to reflux for 1 h, cooled to rt, and concentrated *in vacuo*. Purification of the residue by silica gel column chromatography (methanol-dichloromethane, 5:95) provided the desired compound (14 mg, 16% for two steps). MS found: $(\text{M}+\text{H})^+ = 292$.

(17i) Palladium hydroxide on carbon (5.0 mg, 20 wt%, 0.3 eq) was added to the product from reaction (17h) (14 mg, 0.048 mmol) in methanol (5.0 mL). The mixture was stirred under a balloon of hydrogen for 2 h, purged with nitrogen, and filtered through a plug of celite. The filter cake was washed with methanol until free of product. The filtrate was concentrated to provide the desired amine (8.0 mg, 100%). MS found: $(\text{M}+\text{CH}_3\text{CN}+\text{H})^+ = 199$.

(17j) N,N-diisopropylethylamine (0.02 mL, 2.0 eq) and BOP reagent (22.0 mg, 1.0 eq) were added to a solution of the amine from reaction (17i) (8.0 mg, 0.048 mmol) and 4-[(2-methyl-4-quinolinyl)methoxy]benzoic acid (14.0 mg, 1.0 eq) in N,N-dimethylformamide (2.0 mL) at rt. After 1 h at rt, saturated NaHCO_3 (5 mL) and ethyl acetate (60 mL) were added. The mixture was washed with water (2 x 5 mL), brine (5 mL), dried (MgSO_4) and concentrated *in vacuo*. Purification of the residue by silica gel column chromatography (methanol-dichloromethane, 5:95) provided

the title compound, which was converted to the TFA salt by addition of TFA in dichloromethane (13.0 mg, 50%). MS found: $(M+H)^+ = 433$.

5

Example 18

2-(5-Methyl-2,4-dioxohexahydro-5-pyrimidinyl)-N-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}acetamide
trifluoroacetate

10 Using a procedure analogous to reaction (17j), the crude product from reaction (17g) (60 mg, 0.118 mmol) was treated with 4-[(2-methyl-4-quinolinyl)methoxy]aniline dihydrochloride (40.0 mg, 1.0 eq) to provide the title compound (20.0 mg, 31%). MS found: $(M+H)^+ = 433$.

15

Example 19

N-[(5-Ethyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide

20 (19a-c) Following procedures analogous to that used in reactions (12b), (12c), and (12d), diethyl ethylmalonate was converted to desired amide (0.73 g, 31% for 3 steps). MS found: $(M+H)^+ = 493$.

25 (19d) To a solution of the product from reaction (19c) (0.40 g, 0.8 mmol) and urea (0.24 g, 5 eq) in DMSO (2 mL) was added dropwise a solution of potassium *tert*-butoxide (1.0 M in THF, 1.6 mL, 2 eq). The mixture was stirred at rt overnight and quenched with aqueous ammonium chloride.
30 The mixture was then extracted with ethyl acetate/methanol (10:1) until no more product in the aqueous phase as judged by TLC analysis. The combined extracts were concentrated, and purified by silica gel chromatography (5% then 10%

methanol/dichloromethane) to provide the title compound (0.20 g, 54%). MS found: (M+H)⁺ = 461.

Example 20

5 *N*-{[5-(4-Benzyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl]methyl}-4-[(2-methyl-4-quinolinyl)methoxy]benzamide tris(trifluoroacetate)

Following a procedure analogous to that used in reaction
10 (9), the material from example 8 was reacted with benzaldehyde for 2 days to provide the title compound (18 mg, 62%). MS found: (M+H)⁺ = 607.5.

Example 21

15 *N*-[(5-Isopropyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide

(21a-d) Following procedures analogous to that used in
20 reaction (19a-d), the title compound was obtained (80 mg, 20% for 4 steps). MS found: (M+H)⁺ = 475.

Example 22

25 6-[(2-Methyl-4-quinolinyl)methoxy]-*N*-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-2-naphthamide trifluoroacetate

(22a) Using a procedure analogous to reaction (3g), the amine (50 mg, 0.29 mmol) from (3b) was treated with 6-
30 hydroxy-2-naphthoic acid (54 mg, 1 eq) to yield the amide (98 mg, 100%). MS Found: (M+H)⁺ = 346.

(22b) The amide (98 mg, 0.29 mmol) from (22a) was mixed with 4-(chloromethyl)-2-methylquinoline (55 mg, 1 eq) and

cesium carbonate (279 mg, 3 eq) in DMF (1 mL) and stirred at rt overnight. The crude mixture was concentrated by a high-vac rotary evaporator at 60 °C and purified by flash column chromatography (ethyl acetate) to give the ether
5 product (92 mg, 64%). MS Found: (M+H)⁺ = 501.

(22c) In an analogous procedure to (1g) the product from reaction (22b) (92 mg, 0.18 mmol) was reacted with urea and purified by reverse phase HPLC (25-55% acetonitrile-water
10 with 0.1% TFA) to provide the title barbituric acid (14.4 mg, 16%). MS found: (M+H)⁺ = 497.

Example 23

N-{ [5-(4-Isopropyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-
15 pyrimidinyl]methyl}-4-[(2-methyl-4-quinolinyl)methoxy]benzamide tris(trifluoroacetate)

Following a procedure analogous to that used in reaction (9), the material from example 8 was reacted with acetone
20 for 7 days to provide the title compound (13.7 mg, 52.7%). MS found: (M+H)⁺ = 559.6.

Example 24

N-{ [5-(4-Acetyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-
25 pyrimidinyl]methyl}-4-[(2-methyl-4-quinolinyl)methoxy]benzamide bis(trifluoroacetate)

Following a procedure analogous to that used in reaction (10), the material from example 8 was reacted with acetyl
30 chloride to provide the title compound (7 mg, 31%). MS found: (M+H)⁺ = 559.5.

Example 25

4-[(2-Methyl-4-quinolinyl)methoxy]-N-({2,4,6-trioxo-5-[4-(3-pyridinylcarbonyl)-1-piperazinyl]hexahydro-5-pyrimidinyl)methyl}benzamide

5

Following a procedure analogous to that used in reaction (10), the material from example 8 was reacted with nicotinoyl chloride overnight to provide the title compound (13 mg, 85%). MS found: $(M+H)^+ = 622.5$.

10

Example 26

N-[(5-Benzyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide trifluoroacetate

15 (26a-d) Following procedures analogous to that used in reactions (19a-d), the title compound was obtained (22 mg, 3.6% for 4 steps). MS found: $(M+H)^+ = 523$.

Example 27

20 3-(2-Methyl-4-quinolinyl)-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide trifluoroacetate

(27a) Diisopropylethylamine (5 mL, 3 eq) was added to 4-hydroxy-2-methylquinoline and N-phenyl-bis(trifluoromethane sulfonimide) (3.43 g, 1 eq) in DMF (10 mL) at rt and the mixture stirred overnight. The crude material was concentrated by a high-vac rotary evaporator at 60 °C and purified by flash column chromatography (10% ethyl acetate-hexanes) to give the triflate (2.07 g, 74%). MS Found: $(M+H)^+ = 292$.

25

30

(27b) To a degassed solution of the triflate (1.49 g, 5.11 mmol) from (27a), 3-(methoxycarbonyl)phenylboronic acid

(0.92 g, 1 eq), aq potassium carbonate (2.65 M, 3.8 mL, 2 eq) and lithium chloride (0.43 g, 2 eq) in ethanol (15 mL) and toluene (30 mL), was added

tetrakis(triphenylphosphine)palladium (0.59 g, 0.1 eq) at
5 rt. The mixture was stirred at 80 °C overnight. Water (50 mL) was added to the resulting black solution. The mixture was extracted with ethyl acetate (2 x 100 mL), washed with water, dried over MgSO_4 and concentrated. The residue was purified by flash column chromatography (20% ethyl acetate-
10 hexanes) to give the biaryl product (1.07 g, 75%). MS found: $(\text{M}+\text{H})^+ = 278$.

(27c) To a methanol (10 mL) solution of the biaryl product (1.07 g, 3.86 mmol) from step (27b) was added aq lithium
15 hydroxide (1 N, 5 mL) and the mixture was stirred at 60 °C overnight. The crude mixture was concentrated by a high-vac rotary evaporator at 60 °C. The resulting white powder was washed with methanol-chloroform (5%, 100 mL) and filtered. The filtrate was concentrated to give the acid
20 as a white solid. This crude acid was used in the next step without further purification. MS found: $(\text{M}+\text{H})^+ = 264$.

(27d) The amine (67 mg, 1 eq) from (3b) and the acid (99 mg, 0.38 mmol, 1 eq) from (27c) were mixed with HATU (295
25 mg, 1 eq) and DIPEA (655 μL , 10 eq) in DMF (2 mL) at rt and the mixture stirred overnight. Following addition of water, the mixture was extracted with methylene chloride and purified by flash column chromatography (ethyl acetate) to yield the amide (136 mg, 86%). MS Found: $(\text{M}+\text{H})^+ = 421$.

30 (27e) In an analogous procedure to (1g), the product from reaction (27d) (136 mg, 0.32 mmol) was reacted with urea and purified by reverse phase HPLC (25-55% acetonitrile-

water with 0.1% TFA) to provide the title barbituric acid (2.2 mg, 2%). MS found: $(M+H)^+ = 417$.

Example 28

5 *tert*-Butyl 4-{5-[(4-{(2-methyl-4-quinolinyl)methoxy}benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}-1-piperidinecarboxylate trifluoroacetate

10 (28a) Titanium tetrachloride (22 mL, 0.2 mol) was added dropwise over 30 min to a mixture of tetrahydrofuran (400 mL) and carbon tetrachloride (50 mL) at $-10\text{ }^{\circ}\text{C}$. To the resulting yellow slurry were added dimethyl malonate (11.5 mL, 0.10 mol), and a solution of *tert*-butyl 4-oxo-1-
15 piperidine carboxylate (20 g, 0.10 mol) in THF (50 mL). Then pyridine (35 mL) was added dropwise over 30 min. After 30 min at $-10\text{ }^{\circ}\text{C}$, the mixture was stirred at ambient temperature overnight. To the resulting slurry was added water (200 mL) and ethyl acetate (200 mL). The organic
20 layer was separated, washed with brine, dried (MgSO_4) and concentrated *in vacuo*. Purification using silica gel chromatography (30% ethyl acetate/hexane) provided the desired product with minor impurity (0.81 g), which was used in the next step without further purification. MS
25 found: $(M+H)^+ = 314$.

(28b) The product from reaction (28a) (0.72 g, 2.3 mmol) in methanol (20 mL) was treated with 10 wt% palladium on carbon (0.15 g) and the mixture stirred under balloon
30 pressure hydrogen for 5 h. The mixture was purged with nitrogen, and filtered to remove the catalyst. The filtrate was concentrated to provide the desired product (0.71 mg, 98%). MS found: $(M+\text{Na})^+ = 338$.

(29c-f) Following procedures analogous to that used in reactions (12b-d), and (13c) except that 10 eq of magnesium turnings were used in reaction (29f), the title compound was obtained (0.10 g, 14.9% for 4 steps). MS found: (M+H)⁺ = 616.4.

Example 29

4-[(2-Methyl-4-quinolinyl)methoxy]-N-{[2,4,6-trioxo-5-(4-piperidinyl)hexahydro-5-pyrimidinyl]methyl}benzamide
bis(trifluoroacetate)

Following a procedure analogous to that used in reaction (8), the material from Example 28 was converted to the title compound (24 mg, 94%). MS found: (M+H)⁺ = 516.4.

Example 30

N-({5-[1-(2,2-Dimethylpropanoyl)-4-piperidinyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}methyl)-4-[(2-methyl-4-quinolinyl)methoxy]benzamide

Following a procedure analogous to that used in reaction (10), the material from Example 8 was reacted with trimethylacetyl chloride for 5 days to provide the title compound (10.5 mg, 70%). MS found: (M+H)⁺ = 601.4.

Example 31

N-(5-Methyl-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl)-4-phenoxy-benzamide

(31a) Using a procedure analogous to reaction (3g), the HCl salt (104 mg, 0.6 mmol) from (3b) was treated with 4-phenoxybenzoic acid (127 mg, 1 eq) to yield the amide as a white solid (146 mg, 66%). MS Found: (M+H)⁺ = 372.

(31b) Using a procedure analogous to reaction (3h), the title barbituric acid (20 mg, 15%) was obtained. MS Found: $(M-H)^- = 366$.

5

Example 32

Biphenyl-4-carboxylic acid [(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]amide trifluoroacetate

(32a) Using a procedure analogous to reaction (3g), the HCl salt (122 mg, 0.7 mmol) from (3b) was treated with biphenyl-4-carboxylic acid (138 mg, 1 eq) to yield the amide as a white solid (98 mg, 40%).

(32b) Using a procedure analogous to reaction (3h), the title barbituric acid (4 mg, 4%) was obtained. MS Found: $(M-H)^- = 350$.

Example 33

4-[(2-Methyl-4-quinolinyl)methoxy]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)-(4-pyridinyl)methyl]benzamide trifluoroacetate

(33a) Using a procedure analogous to reaction (3g), 4-(aminomethyl)pyridine (3.61 g, 33 mmol) was treated with p-hydroxybenzoic acid (4.61 g, 1 eq) to yield the amide as a white solid (4.08 g, 54%).

(33b) Using a procedure analogous to reaction (1f), the amide (292 mg, 1.28 mmol) from (33a) was reacted with 4-(chloromethyl)-2-methylquinoline (245 mg, 1 eq) to yield the quinoline ether (430 mg, 88%). MS Found: $(M+H)^+ = 384$.

(33c) The quinoline ether (430 mg, 1.12 mmol) from (33b) was reacted with Oxone (500 mg, 0.73 eq) and sodium

bicarbonate (200 mg, 2.1 eq) in water (1.7 mL) and methanol (5.5 mL) at 50 °C for 12 h. The reaction mixture was filtered, the filtrate was injected to reverse-phase HPLC to obtain the desired pyridine N-oxide (132.3 mg, 29%). MS

5 Found: (M+H)⁺ = 400.

(33d) Using a procedure analogous to reaction (3h), dimethyl methylmalonate (5 mL, 37.57 mmol) was converted to 5-methylbarbituric acid (3.66 g, 69%).

10

(33e) The pyridine N-oxide (130 mg, 0.33 mmol) from (33c) and 5-methylbarbituric acid (46 mg, 1 eq) from (33d) were dissolved in acetic anhydride (2 mL) and warmed to 80 °C for 19 h. The mixture was concentrated, dissolved in methanol and injected to reverse-phase HPLC. The title barbituric acid (54.8 mg, 32%) was obtained. MS Found: (M+H)⁺ = 524.

15

Example 34

4-(2-Methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(4-pyridin-3-ylmethyl-piperazin-1-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide

20

Following the procedure analogous to that used in reaction (9), the compound from Example 8 was reacted with 3-pyridine-carboxaldehyde for 2 days to provide the title compound (7.6 mg, 51%). MS found: (M+H)⁺ = 608.4.

25

Example 35

N-[5-(1-Methyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

30

Following procedure analogous to that used in reaction (9), the compound from Example 29 was converted to the title compound (9 mg, 63%). MS found: $(M+H)^+ = 530.4$.

5

Example 36

N-[5-(1-Isopropyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

10

Following the procedure analogous to that used in reaction (9), the compound from Example 29 was reacted with acetone for 5 days to provide the title compound (7 mg, 32.8%). MS found: $(M+H)^+ = 558.4$.

15

Example 37

4-(2-Methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(1-prop-2-ynyl-piperidin-4-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide

20

Following the procedure analogous to that used in reaction (10), the compound from Example 29 was reacted with propargyl bromide to provide the title compound (8.5 mg, 40%). MS found: $(M+H)^+ = 554.4$.

25

Example 38

N-[5-(1-Methanesulfonyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

30

Following the procedure analogous to that used in reaction (11), the compound from Example 29 was converted to the title compound (5 mg, 31%). MS found: $(M+H)^+ = 594$.

Example 39

4-(2-Methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(1-pyridin-3-ylmethyl-piperidin-4-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide

5

Following procedures analogous to that used in reaction (9), the compound from Example 29 was reacted with 3-pyridinecarboxaldehyde for 2 days to provide the title compound (7.3 mg, 45%). MS found: (M-H)⁻ = 605.5.

10

Example 40

4-(2-Methyl-quinolin-4-ylmethoxy)-N-{2,4,6-trioxo-5-[1-(tetrahydro-pyran-4-yl)-piperidin-4-yl]-hexahydro-pyrimidin-5-ylmethyl}-benzamide

15

Following the procedure analogous to that used in reaction (9), the compound from Example 29 was reacted with tetrahydro-4*H*-pyran-4-one for 5 days to provide the title compound (5 mg, 22%). MS found: (M+H)⁺ = 600.4.

20

Example 41

N-[5-(1-Acetyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

25

Following the procedure analogous to that used in reaction (24), the compound from Example 29 was converted to the title compound (5 mg, 30%). MS found: (M+H)⁺ = 558.

30

Example 42

N-{5-[1-(2,2-Dimethyl-propionyl)-piperidin-4-yl]-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl}-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

Following the procedure analogous to that used in reaction (30), the compound from Example 29 was converted to the title compound (14 mg, 90%). MS found: $(M+H)^+ = 600.5$.

5

Example 43

4-(2-Methyl-quinolin-4-ylmethoxy)-N-{2,4,6-trioxo-5-[1-(pyridine-3-carbonyl)-piperidin-4-yl]-hexahydro-pyrimidin-5-ylmethyl}-benzamide

10

Following the procedure analogous to that used in reaction (25), the compound from Example 29 was converted to the title compound (6 mg, 48%). MS found: $(M+H)^+ = 621.4$.

Example 44

15

4-[4-(2-Methyl-quinolin-4-ylmethoxy)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid
tert-butyl ester

(44a) To a $-78\text{ }^{\circ}\text{C}$ solution of N,N-diisopropylamine (5.87 mL, 41.8 mmol) in anhydrous THF (100 mL) was added n-butyllithium (1.6 M in hexane, 26.0 mL, 41.6 mmol). After 30 min, a solution of 3S,4S-4-benzyloxycarbonylamino-pyrrolidine-1,3-dicarboxylic acid 1-tert-butyl ester 3-methyl ester (synthesis described in WO0170673) (7.20 g, 19.0 mmol) in THF (50 mL) was cannulated into the above LDA solution. The resulting mixture was stirred at $-78\text{ }^{\circ}\text{C}$ for 45 min. before methyl chloroformate (1.76 mL, 1.2 eq.) was added. The reaction was continued to stir at $-78\text{ }^{\circ}\text{C}$ for 1 h, then quenched with aqueous ammonium chloride (100 mL). The mixture was warmed to rt and extracted with ethyl acetate (200 mL). The extract was washed with brine, dried (MgSO_4) and concentrated. Purification using silica gel chromatography (30%, then 40% ethyl acetate/hexane)

provided the desired dimethyl ester (6.82 g). MS found:
(M+Na)⁺ = 459.

(44b) The product from reaction 44a (3.40 g, 7.79 mmol) in
5 methanol (80 ml) was treated with 10 wt % palladium
hydroxide on carbon (0.70 g) and stirred under balloon
pressure hydrogen for 2 h. The mixture was purged with
nitrogen and the catalyst removed by filtration. The
filtrate was concentrated to provide the desired product
10 (2.50 mg, 95%). MS found: (M+H)⁺ = 303.

(44c-d) Following procedures analogous to that used in
reactions (12d-e), the title compound was obtained as a
racemic material due to racemization that occurred during
15 the barbituric acid formation (0.76 g, 45% for 2 steps).
MS found: (M+H)⁺ = 574.3; Chiral HPLC, for (44c), OJ
column, methanol/isopropanol/hexane (1:1:8), 1.0 mL/min,
ee% > 99%; for (44d), AS column,
methanol/isopropanol/hexane (7.5:7.5:85), 1.0 mL/min, ee% <
20 6%.

Example 45

4-[4-(1,1-Dioxo-2,3-dihydro-1H-1λ⁶-benzo[1,4]thiazin-4-
ylmethyl)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-
25 spiro[4.5]decane-2-carboxylic acid tert-butyl ester

(45a-b) Following the procedures analogous to that used in
reaction 44c-d, the intermediate from 44b was coupled with
4-(1,1-Dioxo-2,3-dihydro-1H-1λ⁶-benzo[1,4]thiazin-4-
30 ylmethyl)-benzoic acid, followed by barbituric acid
formation to provide the title compound (0.24 g, 47% for 2
steps). MS found: (M+Na)⁺ = 620.1.

Example 46

4-[4-(2-Isopropyl-benzoimidazol-1-ylmethyl)-benzoylamino]-
6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic
acid tert-butyl ester

5

(46a-b) Following the procedures analogous to that used in
reactions 44c-d, the intermediate from 44b was coupled with
4-(2-isopropylbenzoimidazol-1-ylmethyl)benzoic acid,
followed by barbituric acid formation to provide the title
10 compound (0.22 g, 60% for 2 steps). MS found: (M+H)⁺ =
575.3.

Example 47

4-[4-(2-Methyl-quinolin-4-ylmethyl)-benzoylamino]-6,8,10-
15 trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid
tert-butyl ester

(47a-b) Following the procedures analogous to that used in
reactions 44c-d, the intermediate from 44b was coupled with
20 4-(2-methylquinolin-4-ylmethyl)benzoic acid, followed by
barbituric acid formation to provide the title compound
(0.11 g, 33% for 2 steps). MS found: (M+H)⁺ = 558.3.

Example 48

25 4-(2-Methyl-quinolin-4-ylmethoxy)-N-(6,8,10-trioxo-2-oxa-
7,9-diaza-spiro[4.5]dec-4-yl)-benzamide

(48a) Following the procedure analogous to that used in
reaction 44a, 4-[4-(2-Methyl-quinolin-4-ylmethoxy)-
30 benzoylamino]-tetrahydro-furan-3-carboxylic acid methyl
ester (0.20 g, 0.476 mmol) was converted to the desired
dimethyl ester (48 mg, 21%). MS found: (M+H)⁺ = 479.3.

(48b) Following the procedure analogous to that used in reaction 44d, the dimethyl ester above was converted to the title compound (2 mg, 4.5%). MS found: $(M+H)^+ = 475.3$.

5

Example 49

7-[4-(2-Methyl-quinolin-4-ylmethoxy)-benzoylamino]-1,3,5-trioxo-2,4,9-triaza-spiro[5.5]undecane-9-carboxylic acid
tert-butyl ester

10

(49a) Following the procedure analogous to that used in reaction 44a, 3-[4-(2-Methyl-quinolin-4-ylmethoxy)-benzoylamino]-piperidine-1,4-dicarboxylic acid 1-tert-butyl ester 4-methyl ester (0.50 g, 0.914 mmol) was converted to the desired dimethyl ester (110 mg, 20%). MS found: $(M+H)^+$

15

= 606.4.

(49b) Following the procedure analogous to that used in reaction 44d, the dimethyl ester above was converted to the title compound (27.6 mg, 50.7%). MS found: $(M+H)^+ = 588.4$.

20

Example 50

N-(2-Acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

25

Following the procedures analogous to that used in Examples 8 and 24, the compound from Example 44 was converted to the title compound (5 mg, 22%). MS found: $(M+H)^+ = 516$.

Example 51

30

N-(2-Methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

Following the procedures analogous to that used in Examples 8 and 11, the compound from Example 44 was converted to the title compound (7 mg, 44%). MS found: $(M+H)^+ = 552$.

5

Example 52

N-[2-(2,2-Dimethyl-propionyl)-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide

10

Following the procedures analogous to that used in Examples 8 and 30, the compound from Example 44 was converted to the title compound (10 mg, 63%). MS found: $(M+H)^+ = 558$.

Example 53

15

4-(2-Methyl-quinolin-4-ylmethoxy)-N-[6,8,10-trioxo-2-(pyridine-3-carbonyl)-2,7,9-triaza-spiro[4.5]dec-4-yl]-benzamide

20

Following the procedures analogous to that used in Examples 8 and 25, the compound from Example 44 was converted to the title compound (20 mg, 60%). MS found: $(M+H)^+ = 579$.

Example 54

25

N-(2-Acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethyl)-benzamide

30

Following the procedures analogous to that used in Examples 8 and 24, the compound from Example 47 was converted to the title compound (5 mg, 34%). MS found: $(M+H)^+ = 500$.

Example 55

N-(2-Methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethyl)-benzamide

Following the procedures analogous to that used in Examples 8 and 11, the compound from Example 47 was converted to the title compound (11.9 mg, 76.8%). MS found: (M+H)⁺ = 536.

5

Example 56

N-(2-Acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-
4-(2-isopropyl-benzoimidazol-1-ylmethyl)-benzamide

10 Following the procedures analogous to that used in Examples 8 and 24, the compound from Example 46 was converted to the title compound (8 mg, 54%). MS found: (M+H)⁺ = 517.

Example 57

15 4-(2-Isopropyl-benzoimidazol-1-ylmethyl)-N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-benzamide

Following the procedures analogous to that used in Examples
20 8 and 11, the compound from Example 46 was converted to the title compound (13 mg, 83%). MS found: (M+H)⁺ = 553.

Example 58

N-(2-Acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-
25 4-(1,1-dioxo-2,3-dihydro-1H-1λ⁶-benzo[1,4]thiazin-4-ylmethyl)-benzamide

Following the procedures analogous to that used in Examples 8 and 24, the compound from Example 45 was converted to the
30 title compound (8 mg, 54%). MS found: (M+H)⁺ = 540.

Example 59

4-(1,1-Dioxo-2,3-dihydro-1H-1 λ ⁶-benzo[1,4]thiazin-4-ylmethyl)-N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triazaspiro[4.5]dec-4-yl)-benzamide

5

Following the procedures analogous to that used in Examples 8 and 11, the compound from Example 45 was converted to the title compound (3.6 mg, 22%). MS found: (M+Na)⁺ = 598.

10

Example 60

1-(4-Phenoxy)phenyl-5,7-diazaspiro[2.5]octane-4,6,8-trione

(60a) A mixture of 4-hydroxybenzaldehyde (1.50 g, 12.3 mmol) and diethylmalonate (2.52 g, 15.7 mmol), 0.12 mL of piperidine, and 0.06 mL of acetic acid were added to 6 mL of toluene. The reaction mixture was heated to reflux in a Dean-Stark apparatus for 18 h. The residue was diluted with methylene chloride, washed with 1N HCl, and saturated sodium bicarbonate. The organic layer was separated, dried over sodium sulfate, concentrated, and the residue purified by column chromatography (50% Ether/Hexanes), followed by trituration of the resulting solid with hexanes to provide diethyl-4-hydroxybenzylidenemalonate (60a) as a light yellow solid. LCMS (M+H)⁺ = 256.35. ¹H NMR (CDCl₃) δ , 7.75, s, 1H, 7.40, d, 2H, 6.80, d, 2H, 5.90, s, 1H, 4.4-4.20, m, 4H, 1.25, t, 6H.

25

(60b) The product from (60a) (600 mg, 2.27 mmol), phenylboronic acid (571 mg, 4.54 mmol), copper (II) acetate (412 mg, 2.27 mmol) and pyridine (900 mg, 11.35 mmol) was suspended in 23 mL of methylene chloride at rt for 15 h. The mixture was filtered through Celite[®] and concentrated. The residue was purified by silica gel chromatography (20% ether/hexanes) to provide 714 mg (92%) of diethyl-4-

30

(Phenyloxy)benzylidenemalonate as a colorless oil. ^1H NMR (CDCl_3) δ , 7.75, s, 1H, 7.50-6.90, m, 9H, 4.40-4.20 m, 4H, 1.32, t, 6H.

5 (60c) A mixture of trimethylsulfoxonium chloride (308 mg, 2.35 mmol) and sodium hydride (60% in oil) (94 mg, 2.35 mmol) was stirred at room temperature for 20 min in 4 mL of DMSO. A solution of diethyl-4-

(phenyloxy)benzylidenemalonate (714 mg, 2.09 mmol) in 4 mL
10 of THF was added dropwise, and the reaction mixture stirred at rt for 1 h. The reaction mixture was then heated to 50 °C for 2 h and allowed to cool to rt. The mixture was poured into ice cold water, and extracted three times with diethylether. The organic layer was washed with brine,
15 separated, dried over magnesium sulfate and concentrated to provide 2-(4-phenyloxy)phenyl-1,1-cyclopropanedicarboxylic acid diethyl ester in purity >95% purity. ^1H NMR (CDCl_3) δ , 7.3-6.8, m, 9H, 4.40-4.20, m, 2H, 3.95 q, 2H, 3.15, t, 1H, 3.15, m, 1H, 1.8, m, 1H, 1.3, t, 3H, 0.95, t, 3H.

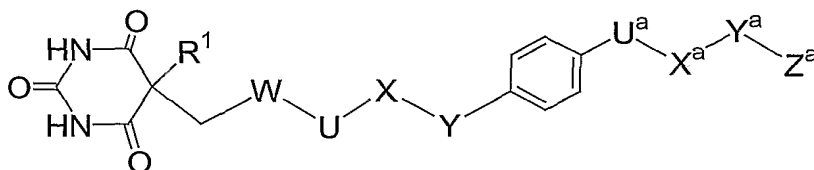
20

(60d) Sodium (66 mg, 2.86 mmol) was added to 10 mL of anhydrous ethanol and the mixture was stirred until homogeneous. Urea (215 mg, 3.57 mmol) was added and the mixture stirred at rt for 1 h. A solution of (60c) in 10
25 mL of anhydrous ethanol was added dropwise and the mixture heated to reflux for 4 h. The mixture was cooled to rt, and partitioned between ethyl acetate and water. The organic layer was washed with water and brine, separated, dried over magnesium sulfate, and concentrated. The residue was
30 purified by preparative HPLC to provide the title compound in 5% yield. $(\text{M}+\text{MeOH}-\text{H})^- = 354.3$, $(\text{M}-\text{H})^- = 321.2$. ^1H NMR (d_6 -DMSO) δ , 11.20, s, 1H, 11.10, s, 7.59-6.84 m, 9H, 3.65-3.60, m, 1H, 2.45-2.35 m, 1H, 2.25-2.15, m, 1H.

Tables 1-4 below provide representative Examples, the synthesis of which is described above, of the compounds of the present invention.

5

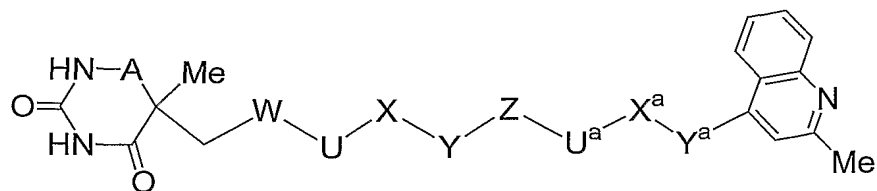
Table 1



Ex	R ¹	W-U-X-Y	U ^a -X ^a -Y ^a -Z ^a	MS [M+H]
1	Me	-CH ₂ CO-	(2-methyl-4-quinolinyl)methoxy	446
2	Me	-NHCO-	(2-methyl-4-quinolinyl)methoxy	447
3	Me	-NHCO-	(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl	471
4	Me	-NHCO-	(2-methyl-4-quinolinyl)methyl	431
5	Me	-NHCO-	(2-isopropyl-1H-benzimidazol-1-yl)methyl	448
6	Me	-CONH-	(2-methyl-4-quinolinyl)methoxy	447
7	4-Boc-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	617
8	1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	517
9	4-Me-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	531
10	4-(2-propynyl)-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	555
11	4-(methylsulfonyl)-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	595
12	NHBoc	-NHCO-	(2-methyl-4-quinolinyl)methoxy	548
19	Et	-NHCO-	(2-methyl-4-quinolinyl)methoxy	461
20	4-benzyl-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	607.5
21	isopropyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	475
23	4-isopropyl-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	559.6

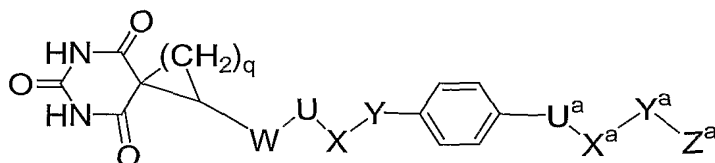
24	4-acetyl-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	559.5
25	4-(3-pyridinylcarbonyl)-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	622.5
26	benzyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	523
28	1-Boc-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	616.4
29	4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	516.4
30	4-Piv-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	601.4
31	Me	-NHCO-	phenoxy	[M-H] 366
32	Me	-NHCO-	phenyl	[M-H] 350
34	4-(3-pyridinylmethyl)-1-piperazinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	608.4
35	1-methyl-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	530.4
36	1-isopropyl-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	558.4
37	1-(2-propynyl)-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	554.4
38	1-(methylsulfonyl)-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	594
39	1-(3-pyridinylmethyl)-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	[M-H] 605.5
40	1-(tetrahydro-pyran-4-yl)-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	600.4
41	1-acetyl-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	558
42	1-Piv-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	600.5
43	1-(3-pyridinylcarbonyl)-4-piperidinyl	-NHCO-	(2-methyl-4-quinolinyl)methoxy	621.4

Table 2



Ex	A	W-U-X-Y	Z	U ^a -X ^a -Y ^a	MS [M+H]
17	CH ₂	-NHCO-	1,4-phenylene	OCH ₂	433
18	CH ₂	-CONH-	1,4-phenylene	OCH ₂	433
22	C(=O)	-NHCO-	2,6-naphthylene	OCH ₂	497
27	C(=O)	-NHCO-	1,3-phenylene	-	417

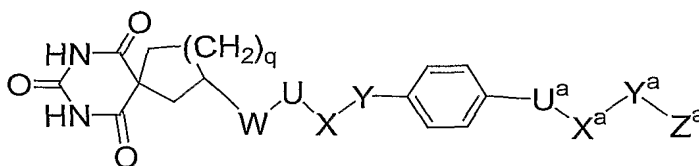
Table 3



5

Ex	q	W-U-X-Y	U ^a -X ^a -Y ^a -Z ^a	MS [M+H]
13	4	-NHCO-	(2-methyl-4-quinolinyl)methoxy	487
14	3	-NHCO-	(2-methyl-4-quinolinyl)methoxy	473
60	1	-	phenoxy	[M-H] 321.2

Table 3a

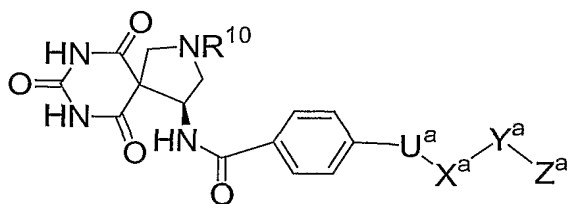


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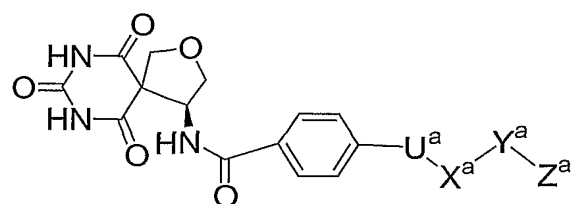
Ex	q	W-U-X-Y	Z	MS [M+H]
15*	1	-NHCO-	(2-methyl-4-quinolinyl)methoxy	473
16*	1	-NHCO-	(2-methyl-4-quinolinyl)methoxy	473

* stereoisomers

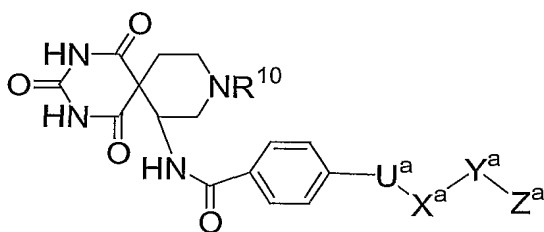
Table 3b



Example 44-47, 50-59



Example 48

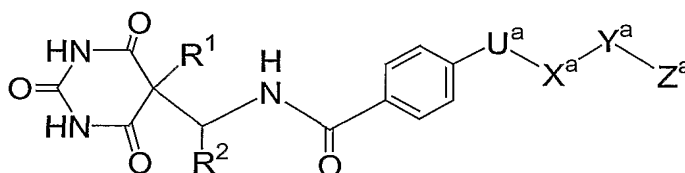


Example 49

Ex	R ¹⁰	U ^a -X ^a -Y ^a -Z ^a	MS [M+H]
44	Boc	(2-methyl-4-quinolinyl)methoxy	574.3
45	Boc	(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl	[M+Na] 620.1
46	Boc	2-isopropyl-1H-benzimidazol-1-yl)methyl	575.3
47	Boc	(2-methyl-4-quinolinyl)methyl	558.3
48	-	(2-methyl-4-quinolinyl)methoxy	475.3
49	Boc	(2-methyl-4-quinolinyl)methoxy	588.4
50	acetyl	(2-methyl-4-quinolinyl)methoxy	516
51	methylsulfonyl	2-methyl-4-quinolinyl)methoxy	552
52	Piv	(2-methyl-4-quinolinyl)methoxy	558
53	3-pyridinylcarbonyl	(2-methyl-4-quinolinyl)methoxy	579
54	acetyl	(2-methyl-4-quinolinyl)methyl	500
55	methylsulfonyl	(2-methyl-4-quinolinyl)methyl	536
56	acetyl	2-isopropyl-1H-benzimidazol-1-yl)methyl	517
57	methylsulfonyl	2-isopropyl-1H-benzimidazol-1-yl)methyl	553

58	acetyl	(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl	540
59	methylsulfonyl	(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl	598

Table 4

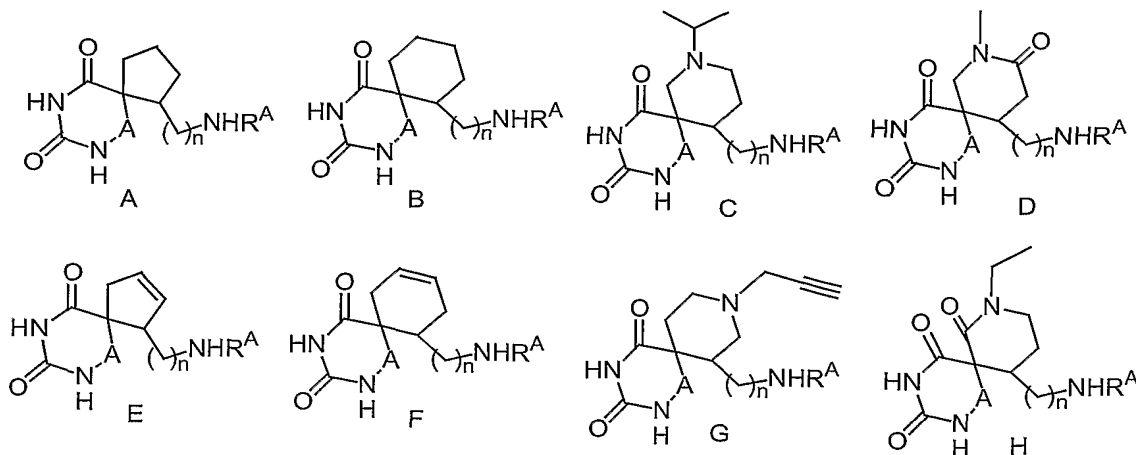


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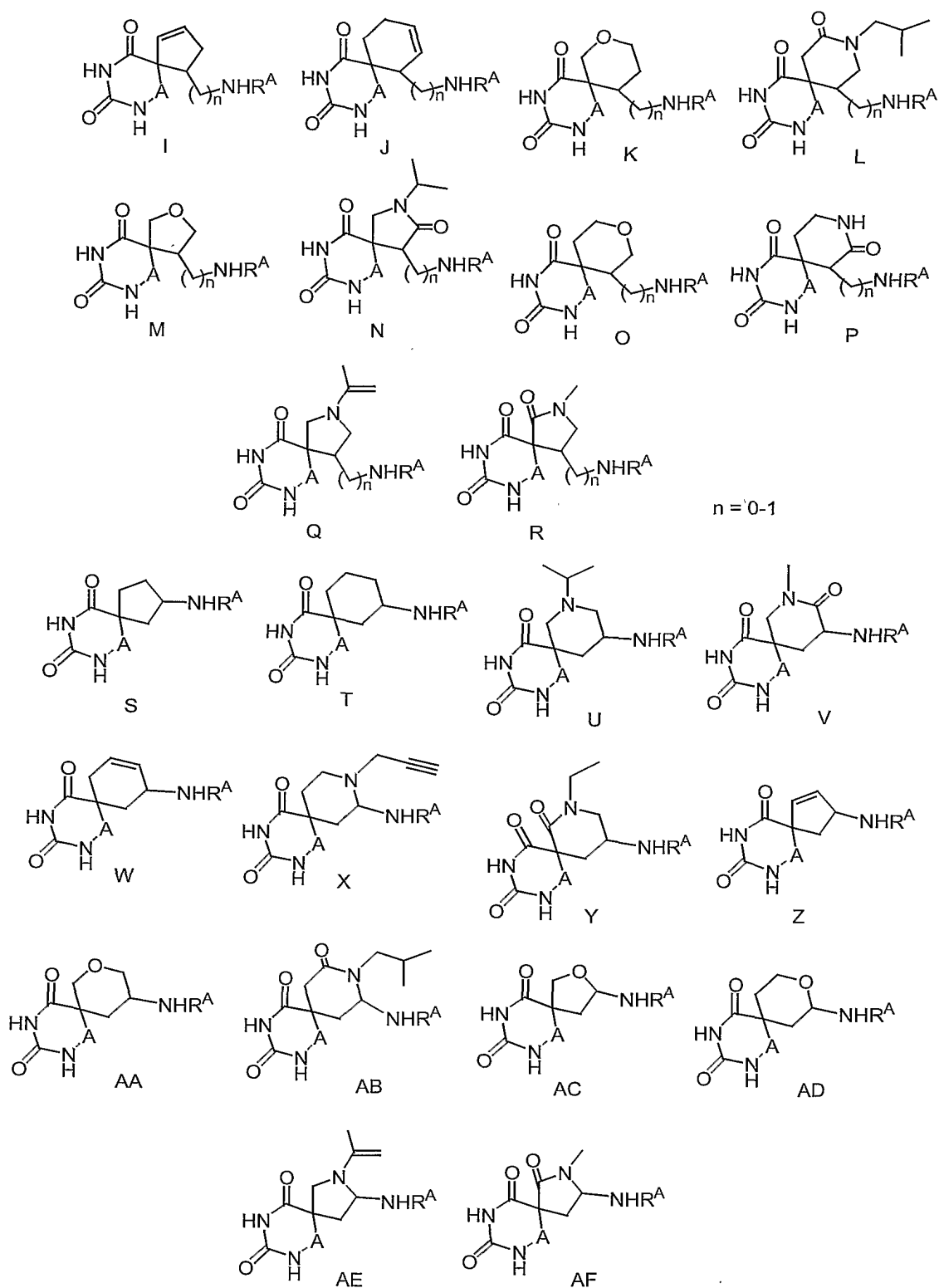
Ex	R ¹	R ²	U ^a -X ^a -Y ^a -Z ^a	MS [M+H]
33	Me	4-pyridinyl	(2-methyl-4-quinolinyl)methoxy	524

The following tables contain additional representative examples of the present invention. Each entry in each table is intended to be paired with each formula at the start of the table. For example, example 1 in Table 5 is intended to be paired with each of the following formulae A-AF.

Table 5



15



5

Ex	R ^A	A
5-1	4-(2-trifluoromethylphenyl) benzoyl	C(=O)

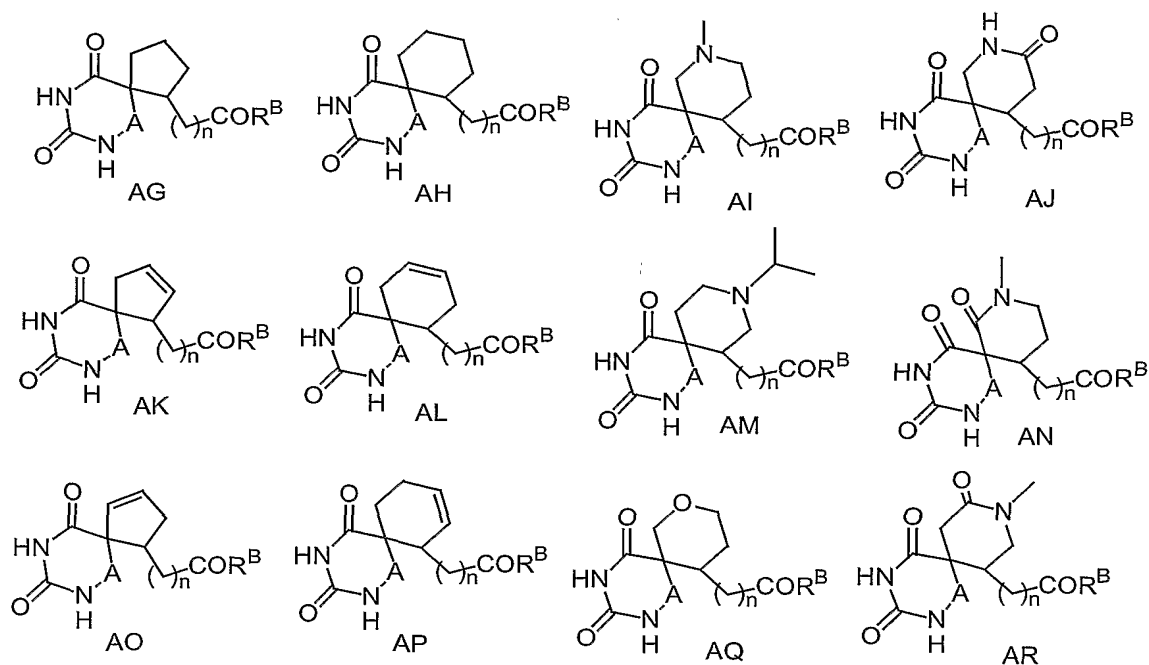
5-2	4-(2-trifluoromethylphenoxy) benzoyl	C(=O)
5-3	4-(3-methyl-2-pyridinyl) benzoyl	C(=O)
5-4	4-phenylbenzoyl	C(=O)
5-5	4-phenoxybenzoyl	C(=O)
5-6	4-benzyloxybenzoyl	C(=O)
5-7	4-(2-methoxyphenyl) benzoyl	C(=O)
5-8	4-(2-methylphenyl) benzoyl	C(=O)
5-9	4-(2-methoxyphenoxy) benzoyl	C(=O)
5-10	4-(2-methylphenoxy) benzoyl	C(=O)
5-11	4-(3-methylphenyl) benzoyl	C(=O)
5-12	4-(4-quinolinyl) benzoyl	C(=O)
5-13	4-(3,5-dimethylphenyl) benzoyl	C(=O)
5-14	2-[2-(2-methylphenyl)] pyridinylbenzoyl	C(=O)
5-15	5-[2-(2-methoxyphenyl)] pyridinylcarbonyl	C(=O)
5-16	4-(2-methyl-4-quinolinylmethoxy) benzoyl	C(=O)
5-17	4-[(2-methyl-4-quinolinyl)methyl] benzoyl	C(=O)
5-18	4-(4-pyridinyl) benzoyl	C(=O)
5-19	4-(2-butynyloxy) benzoyl	C(=O)
5-20	4-(2-methylphenoxy) benzoyl	C(=O)
5-21	4-(2-methyl-1-oxo-4-quinolinylmethoxy) benzoyl	C(=O)
5-22	4-(2-methyl-1-oxo-4-quinolinylmethyl) benzoyl	C(=O)
5-23	4-[(2-methyl-3-pyridinyl)methoxy] benzoyl	C(=O)
5-24	4-[(2,5-dimethylbenzyl)oxy] benzoyl	C(=O)
5-25	4-{[(2-methyl-4-quinolinyl)methyl]amino} benzoyl	C(=O)
5-26	4-(3-phenyl-4,5-dihydro-5-isoxazolyl) benzoyl	C(=O)
5-27	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl] benzoyl	C(=O)
5-28	4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl] benzoyl	C(=O)
5-29	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl] benzoyl	C(=O)
5-30	4-[3-(4-quinolinyl)-4,5-dihydro-5-isoxazolyl] benzoyl	C(=O)
5-31	4-[3-(2,6-dimethyl-4-pyridinyl)-4,5-dihydro-5-isoxazolyl] benzoyl	C(=O)
5-32	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl] benzoyl	C(=O)
5-33	4-[5-(4-pyridinyl)-4,5-dihydro-3-isoxazolyl] benzoyl	C(=O)
5-34	4-[5-(3-pyridinyl)-4,5-dihydro-3-isoxazolyl] benzoyl	C(=O)
5-35	4-[5-(2-pyridinyl)-4,5-dihydro-3-isoxazolyl] benzoyl	C(=O)
5-36	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-5-carbonyl	C(=O)
5-37	6-[(2-methyl-4-quinolinyl)methoxy]-1-naphthoyl	C(=O)
5-38	6-[(2-methyl-4-quinolinyl)methyl]-1-naphthoyl	C(=O)

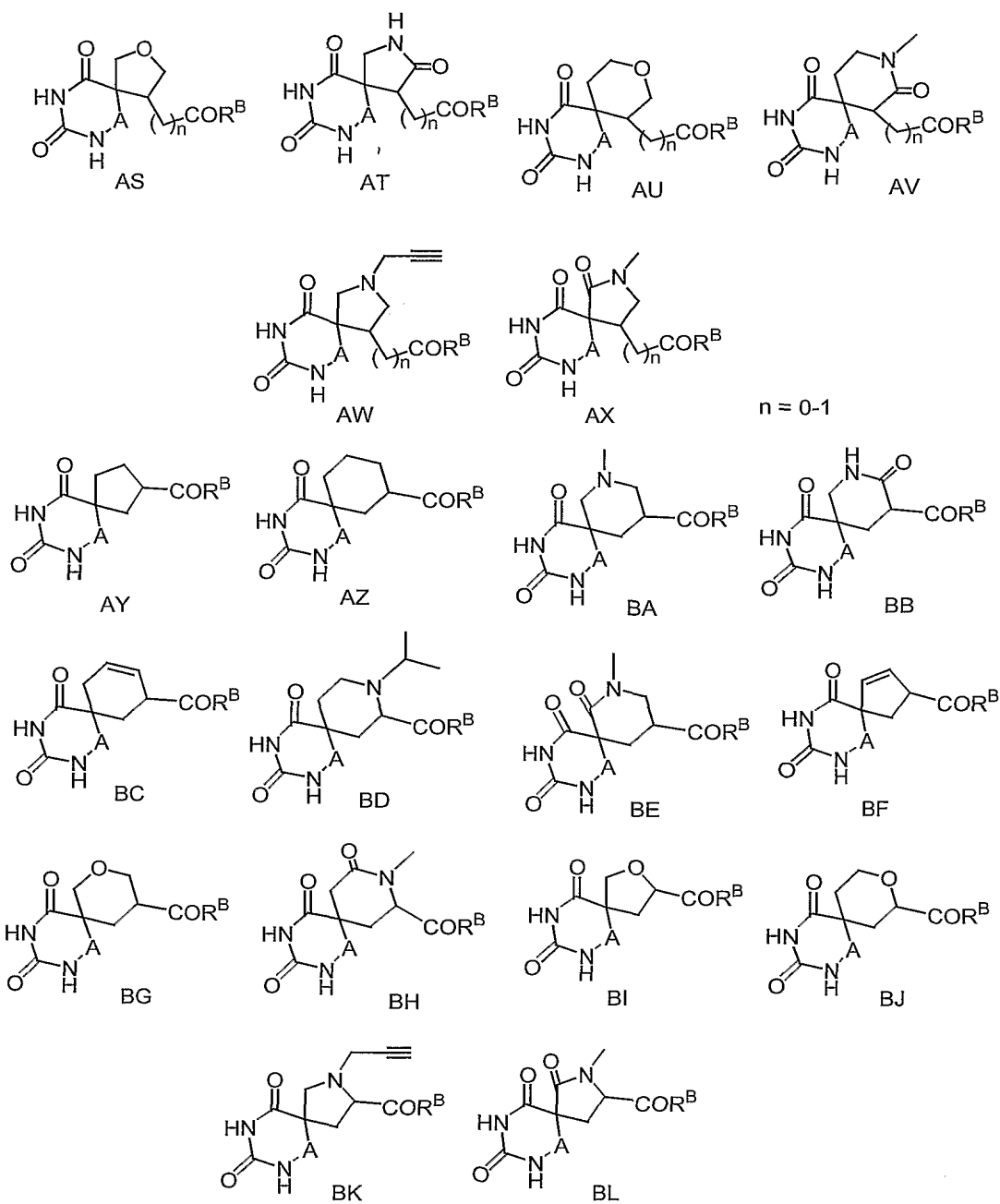
5-39	6-[(2-methyl-4-quinolinyl)methoxy]-1,2,3,4-tetrahydro-1-isoquinolinecarbonyl	C(=O)
5-40	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4-tetrahydro-1-isoquinolinecarbonyl	C(=O)
5-41	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}acetyl	C(=O)
5-42	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}acetyl	C(=O)
5-43	4-[(1H-benzimidazol-1-yl)methyl]benzoyl	C(=O)
5-44	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]benzoyl	C(=O)
5-45	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]benzoyl	C(=O)
5-46	4-(1H-indol-3-ylmethyl)benzoyl	C(=O)
5-47	4-[(5-phenyl-1H-imidazol-1-yl)methyl]benzoyl	C(=O)
5-48	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]benzoyl	C(=O)
5-49	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]benzoyl	C(=O)
5-50	4-(2-trifluoromethylphenyl)sulfonyl	C(=O)
5-51	4-(2-trifluoromethylphenoxy)sulfonyl	C(=O)
5-52	4-(3-methyl-2-pyridinyl)sulfonyl	C(=O)
5-53	4-phenylsulfonyl	C(=O)
5-54	4-phenoxy sulfonyl	C(=O)
5-55	4-benzyloxysulfonyl	C(=O)
5-56	4-(2-methoxyphenyl)sulfonyl	C(=O)
5-57	4-(2-methylphenyl)sulfonyl	C(=O)
5-58	4-(2-methoxyphenoxy)sulfonyl	C(=O)
5-59	4-(2-methylphenoxy)sulfonyl	C(=O)
5-60	4-(3-methylphenyl)sulfonyl	C(=O)
5-61	4-(4-quinolinyl)sulfonyl	C(=O)
5-62	4-(3,5-dimethylphenyl)sulfonyl	C(=O)
5-63	5-[2-(2-methylphenyl)]pyridinylsulfonyl	C(=O)
5-64	5-[2-(2-methoxyphenyl)]pyridinylsulfonyl	C(=O)
5-65	4-(2-methyl-4-quinolinylmethoxy)sulfonyl	C(=O)
5-66	4-(2-methyl-4-quinolinylmethyl)sulfonyl	C(=O)
5-67	4-(4-pyridinyl)sulfonyl	C(=O)
5-68	4-(2-butynyloxy)sulfonyl	C(=O)
5-69	4-(2-methylphenoxy)sulfonyl	C(=O)
5-70	4-(2-methyl-1-oxo-4-quinolinylmethoxy)sulfonyl	C(=O)
5-71	4-(2-methyl-1-oxo-4-quinolinylmethyl)sulfonyl	C(=O)
5-72	4-[(2-methyl-3-pyridinyl)methoxy]sulfonyl	C(=O)
5-73	4-[(2,5-dimethylbenzyl)oxy]sulfonyl	C(=O)
5-74	4-{[(2-methyl-4-quinolinyl)methyl]amino}sulfonyl	C(=O)
5-75	4-(3-phenyl-4,5-dihydro-5-isoxazolyl)sulfonyl	C(=O)
5-76	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)
5-77	4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)

5-78	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)
5-79	4-[3-(4-quinolinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)
5-80	4-[3-(2,6-Dimethyl-4-pyridinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)
5-81	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)
5-82	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]sulfonyl	C(=O)
5-83	4-[5-(2-pyridinyl)-4,5-dihydro-3-isoxazolyl]sulfonyl	C(=O)
5-84	4-[5-(4-pyridinyl)-4,5-dihydro-3-isoxazolyl]sulfonyl	C(=O)
5-85	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-5-sulfonyl	C(=O)
5-86	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4-sulfonyl	C(=O)
5-87	4-[(1H-benzimidazol-1-yl)methyl]sulfonyl	C(=O)
5-88	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]sulfonyl	C(=O)
5-89	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]sulfonyl	C(=O)
5-90	4-(1H-indol-3-ylmethyl)sulfonyl	C(=O)
5-91	4-[(5-phenyl-1H-imidazol-1-yl)methyl]sulfonyl	C(=O)
5-92	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]sulfonyl	C(=O)
5-93	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]sulfonyl	C(=O)
5-94	4-(4-quinolinyl)benzoyl	CH ₂
5-95	4-(3,5-dimethylphenyl)benzoyl	CH ₂
5-96	5-[2-(2-methylphenyl)]pyridinylbenzoyl	CH ₂
5-97	5-[2-(2-methoxyphenyl)]pyridinylcarbonyl	CH ₂
5-98	4-(2-methyl-4-quinolinylmethoxy)benzoyl	CH ₂
5-99	4-(2-methyl-4-quinolinylmethyl)benzoyl	CH ₂
5-100	4-(2-methyl-1-oxo-4-quinolinylmethoxy)benzoyl	CH ₂
5-101	4-(2-methyl-1-oxo-4-quinolinylmethyl)benzoyl	CH ₂
5-102	4-[(2-methyl-3-pyridinyl)methoxy]benzoyl	CH ₂
5-103	4-[(2,5-dimethylbenzyl)oxy]benzoyl	CH ₂
5-104	4-{[(2-methyl-4-quinolinyl)methyl]amino}benzoyl	CH ₂
5-105	4-(3-phenyl-4,5-dihydro-5-isoxazolyl)benzoyl	CH ₂
5-106	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]benzoyl	CH ₂
5-107	4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]benzoyl	CH ₂
5-108	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl]benzoyl	CH ₂

5-109	1-[(2-methyl-4-quinolinyl)methyl]-1 <i>H</i> -indole-5-carbonyl	CH ₂
5-110	6-[(2-methyl-4-quinolinyl)methoxy]-1-naphthoyl	CH ₂
5-111	6-[(2-methyl-4-quinolinyl)methyl]-1-naphthoyl	CH ₂
5-112	6-[(2-methyl-4-quinolinyl)methoxy]-1,2,3,4-tetrahydro-1-isoquinolinecarbonyl	CH ₂
5-113	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4-tetrahydro-1-isoquinolinecarbonyl	CH ₂
5-114	1-[(2-methyl-4-quinolinyl)methyl]-1 <i>H</i> -indole-4-carboxamide	CH ₂
5-115	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}acetyl	CH ₂
5-116	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}acetyl	CH ₂
5-117	4-[(1 <i>H</i> -benzimidazol-1-yl)methyl]benzoyl	CH ₂
5-118	4-[(2-methyl-1 <i>H</i> -benzimidazol-1-yl)methyl]benzoyl	CH ₂
5-119	4-[(2-isopropyl-1 <i>H</i> -benzimidazol-1-yl)methyl]benzoyl	CH ₂
5-120	4-(1 <i>H</i> -indol-3-ylmethyl)benzoyl	CH ₂
5-121	4-[(5-phenyl-1 <i>H</i> -imidazol-1-yl)methyl]benzoyl	CH ₂
5-122	4-[(1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl]benzoyl	CH ₂
5-123	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl]benzoyl	CH ₂

Table 6





Ex	R ^B	A
6-1	4-(2-trifluoromethylphenyl) anilino	C(=O)
6-2	4-(2-trifluoromethoxyphenyl) anilino	C(=O)
6-3	4-(3-methyl-2-pyridinyl) anilino	C(=O)
6-4	4-phenylanilino	C(=O)
6-5	4-phenoxyanilino	C(=O)
6-6	4-benzyloxyanilino	C(=O)
6-7	4-(2-methoxyphenyl) anilino	C(=O)
6-8	4-(2-methylphenyl) anilino	C(=O)

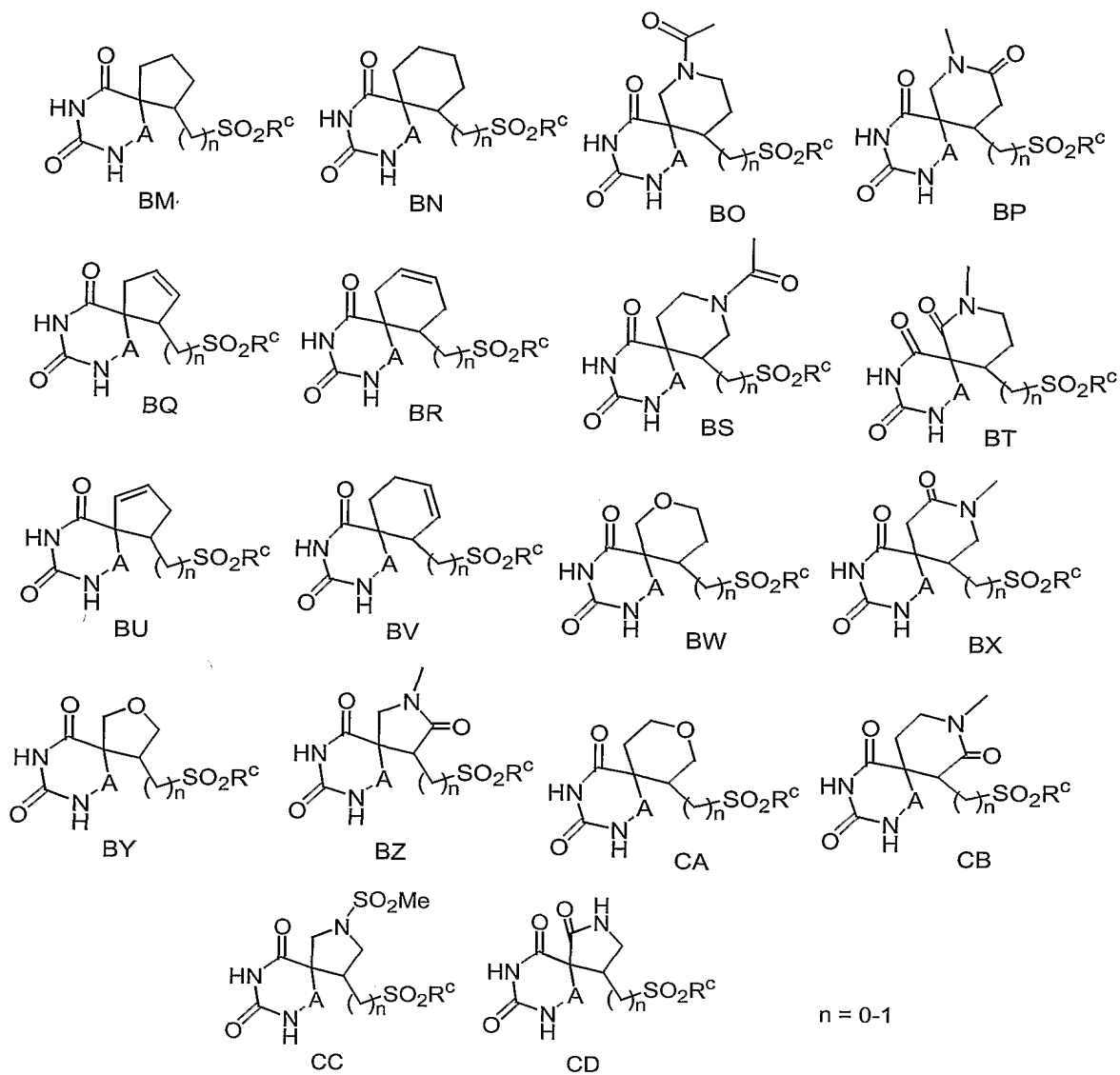
6-9	4- (2-methoxyphenoxy) anilino	C(=O)
6-10	4- (2-methylphenoxy) anilino	C(=O)
6-11	4- (3-methylphenyl) anilino	C(=O)
6-12	4- (4-quinoliny) anilino	C(=O)
6-13	4- (3,5-dimethylphenyl) anilino	C(=O)
6-14	5- [2- (2-methylphenyl)] pyridiny) anilino	C(=O)
6-15	5- [2- (2-methoxyphenyl)] pyridyl amino	C(=O)
6-16	4- (2-methyl-4-quinoliny)methoxy) anilino	C(=O)
6-17	4- (2-methyl-4-quinoliny)methyl) anilino	C(=O)
6-18	4- (4-pyridiny) anilino	C(=O)
6-19	4- (2-butynyloxy) anilino	C(=O)
6-20	4- (2-methylphenoxy) anilino	C(=O)
6-21	4- (2-methyl-1-oxo-4-quinoliny)methoxy) anilino	C(=O)
6-22	4- (2-methyl-1-oxo-4-quinoliny)methyl) anilino	C(=O)
6-23	4- [(2-methyl-3-pyridiny)methoxy] anilino	C(=O)
6-25	4- [(2,5-dimethylbenzyl)oxy] anilino	C(=O)
6-26	4- { [(2-methyl-4-quinoliny)methyl] amino } anilino	C(=O)
6-27	4- (3-phenyl-4,5-dihydro-5-isoxazolyl) anilino	C(=O)
6-28	4- [3- (4-pyridiny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-29	4- [3- (3-pyridiny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-30	4- [3- (2-pyridiny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-31	4- [3- (4-quinoliny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-32	4- [3- (2,6-Dimethyl-4-pyridiny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-33	3-methoxy-4- [3- (4-pyridiny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-34	4- [3- (4-pyridiny) -4,5-dihydro-5- isoxazolyl] anilino	C(=O)
6-35	4- [5- (2-pyridiny) -4,5-dihydro-3- isoxazolyl] anilino	C(=O)
6-36	4- [5- (4-pyridiny) -4,5-dihydro-3- isoxazolyl] anilino	C(=O)
6-37	1- [(2-methyl-4-quinoliny)methyl] -1H-indolyl amino	C(=O)
6-38	6- [(2-methyl-4-quinoliny)methoxy] -1- naphthylamino	C(=O)
6-39	6- [(2-methyl-4-quinoliny)methyl] -1- naphthylamino	C(=O)
6-40	6- [(2-methyl-4-quinoliny)methoxy] -1,2,3,4- tetrahydro-1-isoquinolylamino	C(=O)
6-41	6- [(2-methyl-4-quinoliny)methyl] -1,2,3,4- tetrahydro-1-isoquinolylamino	C(=O)
6-42	1- [(2-methyl-4-quinoliny)methyl] -1H- benzimidazole-5-amino	C(=O)

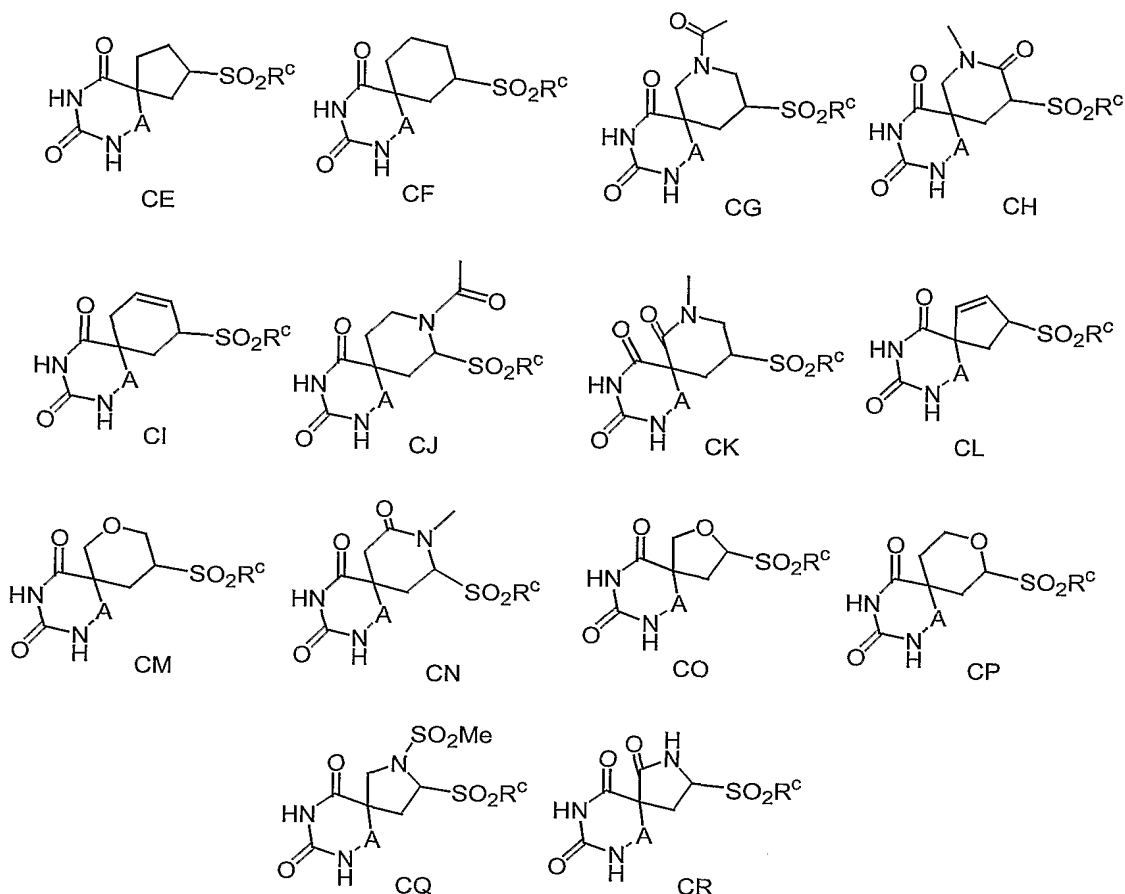
6-43	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4-amino	C(=O)
6-44	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}benzyl	C(=O)
6-45	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}benzyl	C(=O)
6-46	4-[(1H-benzimidazol-1-yl)methyl]anilino	C(=O)
6-47	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]anilino	C(=O)
6-48	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]anilino	C(=O)
6-49	4-(1H-indol-3-ylmethyl)anilino	C(=O)
6-50	4-[(5-phenyl-1H-imidazol-1-yl)methyl]anilino	C(=O)
6-51	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	C(=O)
6-52	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	C(=O)
6-53	4-(2-trifluoromethylphenyl)anilino	CH ₂
6-54	4-(2-trifluoromethylphenoxy)anilino	CH ₂
6-55	4-(3-methyl-2-pyridinyl)anilino	CH ₂
6-56	4-phenylanilino	CH ₂
6-57	4-phenoxyanilino	CH ₂
6-58	4-benzyloxyanilino	CH ₂
6-59	4-(2-methoxyphenyl)anilino	CH ₂
6-60	4-(2-methylphenyl)anilino	CH ₂
6-61	4-(2-methoxyphenoxy)anilino	CH ₂
6-62	4-(2-methylphenoxy)anilino	CH ₂
6-63	4-(3-methylphenyl)anilino	CH ₂
6-64	4-(4-quinolinyl)anilino	CH ₂
6-65	4-(3,5-dimethylphenyl)anilino	CH ₂
6-66	5-[2-(2-methylphenyl)]pyridinylanilino	CH ₂
6-67	5-[2-(2-methoxyphenyl)]pyridyl amino	CH ₂
6-68	4-(2-methyl-4-quinolinylmethoxy)anilino	CH ₂
6-69	4-(2-methyl-4-quinolinylmethyl)anilino	CH ₂
6-70	4-(4-pyridinyl)anilino	CH ₂
6-71	4-(2-butynyloxy)anilino	CH ₂
6-72	4-(2-methylphenoxy)anilino	CH ₂
6-73	4-(2-methyl-1-oxo-4-quinolinylmethoxy)anilino	CH ₂
6-74	4-(2-methyl-1-oxo-4-quinolinylmethyl)anilino	CH ₂
6-75	4-[(2-methyl-3-pyridinyl)methoxy]anilino	CH ₂
6-76	4-[(2,5-dimethylbenzyl)oxy]anilino	CH ₂
6-77	4-{[(2-methyl-4-quinolinyl)methyl]amino}anilino	CH ₂

6-78	4-(3-phenyl-4,5-dihydro-5-isoxazolyl)anilino	CH ₂
6-79	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-80	4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-81	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-82	4-[3-(4-quinolinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-83	4-[3-(2,6-Dimethyl-4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-84	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-85	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
6-86	4-[5-(2-pyridinyl)-4,5-dihydro-3-isoxazolyl]anilino	CH ₂
6-87	4-[5-(4-pyridinyl)-4,5-dihydro-3-isoxazolyl]anilino	CH ₂
6-88	1-[(2-methyl-4-quinolinyl)methyl]-1H-indolyl amino	CH ₂
6-89	6-[(2-methyl-4-quinolinyl)methoxy]-1-naphthylamino	CH ₂
6-90	6-[(2-methyl-4-quinolinyl)methyl]-1-naphthylamino	CH ₂
6-91	6-[(2-methyl-4-quinolinyl)methoxy]-1,2,3,4-tetrahydro-1-isoquinolylamino	CH ₂
6-92	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4-tetrahydro-1-isoquinolylamino	CH ₂
6-93	1-[(2-methyl-4-quinolinyl)methyl]-1H-benzimidazole-5-amino	CH ₂
6-94	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4-amino	CH ₂
6-95	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}benzyl	CH ₂
6-96	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}benzyl	CH ₂
6-97	4-[(1H-benzimidazol-1-yl)methyl]anilino	CH ₂
6-98	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]anilino	CH ₂
6-99	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]anilino	CH ₂
6-100	4-(1H-indol-3-ylmethyl)anilino	CH ₂
6-101	4-[(5-phenyl-1H-imidazol-1-yl)methyl]anilino	CH ₂
6-102	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	CH ₂
6-103	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	CH ₂

5

Table 7





Ex	R ^c	A
7-1	4-(2-trifluoromethylphenyl) phenyl	C(=O)
7-2	4-(2-trifluoromethoxy) phenyl	C(=O)
7-3	4-(3-methyl-2-pyridinyl)phenyl	C(=O)
7-4	4-phenylphenyl	C(=O)
7-5	4-phenoxyphenyl	C(=O)
7-6	4-benzyloxyphenyl	C(=O)
7-7	4-(2-methoxyphenyl)phenyl	C(=O)
7-8	4-(2-methylphenyl)phenyl	C(=O)
7-9	4-(2-methoxyphenoxy)phenyl	C(=O)
7-10	4-(2-methylphenoxy)phenyl	C(=O)
7-11	4-(3-methylphenyl)phenyl	C(=O)
7-12	4-(4-quinolinyl)phenyl	C(=O)
7-13	4-(3,5-dimethylphenyl)phenyl	C(=O)
7-14	5-[2-(2-methylphenyl)] pyridinylphenyl	C(=O)
7-15	5-[2-(2-methoxyphenyl)] pyridyl	C(=O)
7-16	4-(2-methyl-4-quinolinylmethoxy)phenyl	C(=O)
7-17	4-(2-methyl-4-quinolinylmethyl)phenyl	C(=O)
7-18	4-(4-pyridinyl)phenyl	C(=O)
7-19	4-(2-butynyloxy)phenyl	C(=O)

7-20	4-(2-methylphenoxy)phenyl	C(=O)
7-21	4-(2-methyl-1-oxo-4-quinolinylmethoxy)phenyl	C(=O)
7-22	4-(2-methyl-1-oxo-4-quinolinylmethyl)phenyl	C(=O)
7-23	4-[(2-methyl-3-pyridinyl)methoxy]phenyl	C(=O)
7-25	4-[(2,5-dimethylbenzyl)oxy]phenyl	C(=O)
7-26	4-{[(2-methyl-4-quinolinyl)methyl]amino}phenyl	C(=O)
7-27	4-(3-phenyl-4,5-dihydro-5-isoxazolyl)phenyl	C(=O)
7-28	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-29	4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-30	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-31	4-[3-(4-quinolinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-32	4-[3-(2,6-Dimethyl-4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-33	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-34	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	C(=O)
7-35	4-[5-(2-pyridinyl)-4,5-dihydro-3-isoxazolyl]phenyl	C(=O)
7-36	4-[5-(4-pyridinyl)-4,5-dihydro-3-isoxazolyl]phenyl	C(=O)
7-37	1-[(2-methyl-4-quinolinyl)methyl]-1H-indolyl amino	C(=O)
7-38	6-[(2-methyl-4-quinolinyl)methoxy]-1-naphthylamino	C(=O)
7-39	6-[(2-methyl-4-quinolinyl)methyl]-1-naphthylamino	C(=O)
7-40	6-[(2-methyl-4-quinolinyl)methoxy]-1,2,3,4-tetrahydro-1-isoquinolyl	C(=O)
7-41	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4-tetrahydro-1-isoquinolyl	C(=O)
7-42	1-[(2-methyl-4-quinolinyl)methyl]-1H-benzimidazole-5-amino	C(=O)
7-43	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4-amino	C(=O)
7-44	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}benzyl	C(=O)
7-45	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}benzyl	C(=O)
7-46	4-[(1H-benzimidazol-1-yl)methyl]phenyl	C(=O)
7-47	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]phenyl	C(=O)
7-48	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]phenyl	C(=O)
7-49	4-(1H-indol-3-ylmethyl)phenyl	C(=O)

7-50	4-[(5-phenyl-1H-imidazol-1-yl)methyl]phenyl	C(=O)
7-51	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]phenyl	C(=O)
7-52	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]phenyl	C(=O)
7-53	4-(2-trifluoromethylphenyl) phenyl	CH ₂
7-54	4-(2-trifluoromethylphenoxy) phenyl	CH ₂
7-55	4-(3-methyl-2-pyridinyl)phenyl	CH ₂
7-56	4-phenylphenyl	CH ₂
7-57	4-phenoxyphenyl	CH ₂
7-58	4-benzyloxyphenyl	CH ₂
7-59	4-(2-methoxyphenyl)phenyl	CH ₂
7-60	4-(2-methylphenyl)phenyl	CH ₂
7-61	4-(2-methoxyphenoxy)phenyl	CH ₂
7-62	4-(2-methylphenoxy)phenyl	CH ₂
7-63	4-(3-methylphenyl)phenyl	CH ₂
7-64	4-(4-quinolinyl)phenyl	CH ₂
7-65	4-(3,5-dimethylphenyl)phenyl	CH ₂
7-66	5-[2-(2-methylphenyl)] pyridinylphenyl	CH ₂
7-67	5-[2-(2-methoxyphenyl)] pyridyl	CH ₂
7-68	4-(2-methyl-4-quinolinylmethoxy)phenyl	CH ₂
7-69	4-(2-methyl-4-quinolinylmethyl)phenyl	CH ₂
7-70	4-(4-pyridinyl)phenyl	CH ₂
7-71	4-(2-butynyloxy)phenyl	CH ₂
7-72	4-(2-methylphenoxy)phenyl	CH ₂
7-73	4-(2-methyl-1-oxo-4-quinolinylmethoxy)phenyl	CH ₂
7-74	4-(2-methyl-1-oxo-4-quinolinylmethyl)phenyl	CH ₂
7-75	4-[(2-methyl-3-pyridinyl)methoxy]phenyl	CH ₂
7-76	4-[(2,5-dimethylbenzyl)oxy]phenyl	CH ₂
7-77	4-{[(2-methyl-4-quinolinyl)methyl]amino}phenyl	CH ₂
7-78	4-(3-phenyl-4,5-dihydro-5-isoxazolyl)phenyl	CH ₂
7-79	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂
7-80	4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂
7-81	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂
7-82	4-[3-(4-quinolinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂
7-83	4-[3-(2,6-Dimethyl-4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂

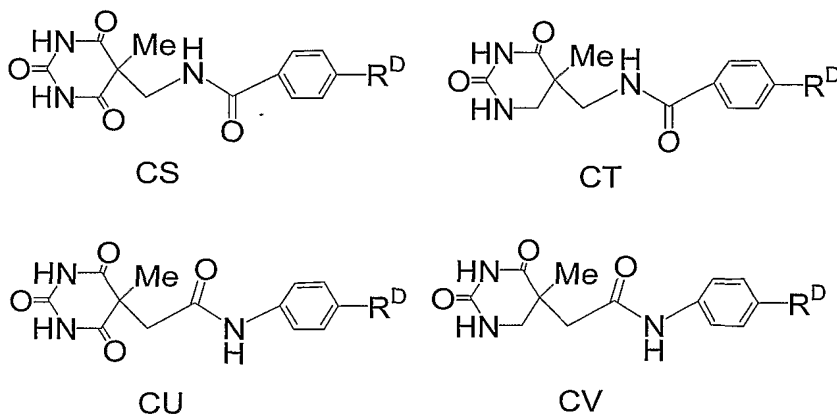
7-84	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂
7-85	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]phenyl	CH ₂
7-86	4-[5-(2-pyridinyl)-4,5-dihydro-3-isoxazolyl]phenyl	CH ₂
7-87	4-[5-(4-pyridinyl)-4,5-dihydro-3-isoxazolyl]phenyl	CH ₂
7-88	1-[(2-methyl-4-quinolinyl)methyl]-1H-indolyl amino	CH ₂
7-89	6-[(2-methyl-4-quinolinyl)methoxy]-1-naphthylamino	CH ₂
7-90	6-[(2-methyl-4-quinolinyl)methyl]-1-naphthylamino	CH ₂
7-91	6-[(2-methyl-4-quinolinyl)methoxy]-1,2,3,4-tetrahydro-1-isoquinolyl	CH ₂
7-92	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4-tetrahydro-1-isoquinolyl	CH ₂
7-93	1-[(2-methyl-4-quinolinyl)methyl]-1H-benzimidazole-5-amino	CH ₂
7-94	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4-amino	CH ₂
7-95	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}benzyl	CH ₂
7-96	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}benzyl	CH ₂
7-97	4-[(1H-benzimidazol-1-yl)methyl]phenyl	CH ₂
7-98	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]phenyl	CH ₂
7-99	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]phenyl	CH ₂
7-100	4-(1H-indol-3-ylmethyl)phenyl	CH ₂
7-101	4-[(5-phenyl-1H-imidazol-1-yl)methyl]phenyl	CH ₂
7-102	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]phenyl	CH ₂
	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]phenyl	CH ₂
7-103	4-(2-trifluoromethylphenyl) anilino	C(=O)
7-104	4-(2-trifluoromethylphenoxy) anilino	C(=O)
7-105	4-(3-methyl-2-pyridinyl) anilino	C(=O)
7-106	4-phenylanilino	C(=O)
7-107	4-phenoxyanilino	C(=O)
7-108	4-benzyloxyanilino	C(=O)
7-109	4-(2-methoxyphenyl) anilino	C(=O)
7-110	4-(2-methylphenyl) anilino	C(=O)
7-111	4-(2-methoxyphenoxy) anilino	C(=O)
7-112	4-(2-methylphenoxy) anilino	C(=O)
7-113	4-(3-methylphenyl) anilino	C(=O)

7-114	4-(4-quinolinyl) anilino	C(=O)
7-115	4-(3,5-dimethylphenyl) anilino	C(=O)
7-116	5-[2-(2-methylphenyl)] pyridinylanilino	C(=O)
7-117	5-[2-(2-methoxyphenyl)] pyridyl amino	C(=O)
7-118	4-(2-methyl-4-quinolinylmethoxy) anilino	C(=O)
7-119	4-(2-methyl-4-quinolinylmethyl) anilino	C(=O)
7-120	4-(4-pyridinyl) anilino	C(=O)
7-121	4-(2-butynyloxy) anilino	C(=O)
7-122	4-(2-methylphenoxy) anilino	C(=O)
7-123	4-(2-methyl-1-oxo-4-quinolinylmethoxy) anilino	C(=O)
7-125	4-(2-methyl-1-oxo-4-quinolinylmethyl) anilino	C(=O)
7-126	4-[(2-methyl-3-pyridinyl)methoxy] anilino	C(=O)
7-127	4-[(2,5-dimethylbenzyl)oxy] anilino	C(=O)
7-128	4-{[(2-methyl-4-quinolinyl)methyl]amino} anilino	C(=O)
7-129	4-(3-phenyl-4,5-dihydro-5-isoxazolyl) anilino	C(=O)
7-130	4-[3-(4-pyridinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-131	4-[3-(3-pyridinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-132	4-[3-(2-pyridinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-133	4-[3-(4-quinolinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-134	4-[3-(2,6-Dimethyl-4-pyridinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-135	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-136	4-[3-(4-pyridinyl)-4,5-dihydro-5- isoxazolyl] anilino	C(=O)
7-137	4-[5-(2-pyridinyl)-4,5-dihydro-3- isoxazolyl] anilino	C(=O)
7-138	4-[5-(4-pyridinyl)-4,5-dihydro-3- isoxazolyl] anilino	C(=O)
7-139	1-[(2-methyl-4-quinolinyl)methyl]-1H-indolyl amino	C(=O)
7-140	6-[(2-methyl-4-quinolinyl)methyl]-1- naphthylamino	C(=O)
7-141	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4- tetrahydro-1-isoquinolylamino	C(=O)
7-142	1-[(2-methyl-4-quinolinyl)methyl]-1H- benzimidazole-5-amino	C(=O)
7-143	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4- amino	C(=O)
7-144	{4-[(2-methyl-4- quinolinyl)methoxy]phenyl}benzyl	C(=O)
7-145	{4-[(2-methyl-4- quinolinyl)methyl]phenyl}benzyl	C(=O)
7-146	4-[(1H-benzimidazol-1-yl)methyl] anilino	C(=O)

7-147	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]anilino	C(=O)
7-148	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]anilino	C(=O)
7-149	4-(1H-indol-3-ylmethyl)anilino	C(=O)
7-150	4-[(5-phenyl-1H-imidazol-1-yl)methyl]anilino	C(=O)
7-151	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	C(=O)
7-152	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	C(=O)
7-153	4-(2-trifluoromethylphenyl)anilino	CH ₂
7-154	4-(2-trifluoromethylphenoxy)anilino	CH ₂
7-155	4-(3-methyl-2-pyridinyl)anilino	CH ₂
7-156	4-phenylanilino	CH ₂
7-157	4-phenoxyanilino	CH ₂
7-158	4-benzyloxyanilino	CH ₂
7-159	4-(2-methoxyphenyl)anilino	CH ₂
7-160	4-(2-methylphenyl)anilino	CH ₂
7-161	4-(2-methoxyphenoxy)anilino	CH ₂
7-162	4-(2-methylphenoxy)anilino	CH ₂
7-163	4-(3-methylphenyl)anilino	CH ₂
7-164	4-(4-quinolinyl)anilino	CH ₂
7-165	4-(3,5-dimethylphenyl)anilino	CH ₂
7-166	5-[2-(2-methylphenyl)]pyridinylanilino	CH ₂
7-167	5-[2-(2-methoxyphenyl)]pyridyl amino	CH ₂
7-168	4-(2-methyl-4-quinolinylmethoxy)anilino	CH ₂
7-169	4-(2-methyl-4-quinolinylmethyl)anilino	CH ₂
7-170	4-(4-pyridinyl)anilino	CH ₂
7-171	4-(2-butynyloxy)anilino	CH ₂
7-172	4-(2-methylphenoxy)anilino	CH ₂
7-173	4-(2-methyl-1-oxo-4-quinolinylmethoxy)anilino	CH ₂
7-174	4-(2-methyl-1-oxo-4-quinolinylmethyl)anilino	CH ₂
7-175	4-[(2-methyl-3-pyridinyl)methoxy]anilino	CH ₂
7-176	4-[(2,5-dimethylbenzyl)oxy]anilino	CH ₂
7-177	4-{[(2-methyl-4-quinolinyl)methyl]amino}anilino	CH ₂
7-178	4-(3-phenyl-4,5-dihydro-5-isoxazolyl)anilino	CH ₂
7-179	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
7-180	}-4-[3-(3-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
7-181	4-[3-(2-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂

7-182	4-[3-(4-quinolinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
7-183	4-[3-(2,6-Dimethyl-4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
7-184	3-methoxy-4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
7-185	4-[3-(4-pyridinyl)-4,5-dihydro-5-isoxazolyl]anilino	CH ₂
7-186	4-[5-(2-pyridinyl)-4,5-dihydro-3-isoxazolyl]anilino	CH ₂
7-187	4-[5-(4-pyridinyl)-4,5-dihydro-3-isoxazolyl]anilino	CH ₂
7-188	1-[(2-methyl-4-quinolinyl)methyl]-1H-indolyl amino	CH ₂
7-189	6-[(2-methyl-4-quinolinyl)methyl]-1-naphthylamino	CH ₂
7-190	6-[(2-methyl-4-quinolinyl)methyl]-1,2,3,4-tetrahydro-1-isoquinolylamino	CH ₂
7-191	1-[(2-methyl-4-quinolinyl)methyl]-1H-benzimidazole-5-amino	CH ₂
7-192	1-[(2-methyl-4-quinolinyl)methyl]-1H-indole-4-amino	CH ₂
7-193	{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}benzyl	CH ₂
7-194	{4-[(2-methyl-4-quinolinyl)methyl]phenyl}benzyl	CH ₂
7-195	4-[(1H-benzimidazol-1-yl)methyl]anilino	CH ₂
7-196	4-[(2-methyl-1H-benzimidazol-1-yl)methyl]anilino	CH ₂
7-197	4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]anilino	CH ₂
7-198	4-(1H-indol-3-ylmethyl)anilino	CH ₂
7-199	4-[(5-phenyl-1H-imidazol-1-yl)methyl]anilino	CH ₂
7-200	4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	CH ₂
7-201	4-[2,2-dimethyl-1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl)methyl]anilino	CH ₂

Table 8



Ex	R ^D
8-1	(4-quinolinyl)methoxy
8-2	(4-quinolinyl)methyl
8-3	(4-quinolinylloxy)methyl
8-4	(2-methyl-4-quinolinylloxy)methyl
8-5	(2-chloro-4-quinolinyl)methoxy
8-6	(2-chloro-4-quinolinyl)methyl
8-7	(2-chloro-4-quinolinylloxy)methyl
8-8	(2-isopropyl-4-quinolinyl)methoxy
8-9	(2-isopropyl-4-quinolinyl)methyl
8-10	(2-isopropyl-4-quinolinylloxy)methyl
8-11	(2-ethyl-4-quinolinyl)methoxy
8-12	(2-ethyl-4-quinolinyl)methyl
8-13	(2-ethyl-4-quinolinylloxy)methyl
8-14	(2-methoxy-4-quinolinyl)methoxy
8-15	(2-methoxy-4-quinolinyl)methyl
8-16	(2-methoxy-4-quinolinylloxy)methyl
8-17	(2-hydroxy-4-quinolinyl)methoxy
8-18	(2-hydroxy-4-quinolinyl)methyl
8-19	(2-hydroxy-4-quinolinylloxy)methyl
8-20	(2-trifluoromethyl-4-quinolinyl)methoxy
8-21	(2-trifluoromethyl-4-quinolinylloxy)methyl
8-22	(2-trifluoromethyl-4-quinolinyl)methyl
8-23	(2-phenyl-4-quinolinyl)methoxy
8-24	(2-phenyl-4-quinolinyl)methyl
8-25	(2-phenyl-4-quinolinylloxy)methyl
8-26	(2,3-dimethyl-4-quinolinyl)methoxy
8-27	(2,3-dimethyl-4-quinolinyl)methyl
8-28	(2,3-dimethyl-4-quinolinylloxy)methyl
8-29	(2,6-dimethyl-4-quinolinyl)methoxy
8-30	(2,6-dimethyl-4-quinolinyl)methyl
8-31	(2,6-dimethyl-4-quinolinylloxy)methyl

8-32	(2,7-dimethyl-4-quinolinyl)methoxy
8-33	(2,7-dimethyl-4-quinolinyl)methyl
8-34	(2,7-dimethyl-4-quinolinylloxy)methyl
8-35	(5-quinolinyl)methoxy
8-36	(5-quinolinyl)methyl
8-37	(5-quinolinylloxy)methyl
8-38	(7-methyl-5-quinolinyl)methoxy
8-39	(7-methyl-5-quinolinyl)methyl
8-40	(7-methyl-5-quinolinylloxy)methyl
8-41	(7-methoxy-5-quinolinyl)methoxy
8-42	(7-methoxy-5-quinolinyl)methyl
8-43	(7-methoxy-5-quinolinylloxy)methyl
8-44	(8-quinolinyl)methoxy
8-45	(8-quinolinyl)methyl
8-46	(8-quinolinylloxy)methyl
8-47	(1-benzimidazolyl)methoxy
8-48	(1-benzimidazolylloxy)methyl
8-49	(1-benzimidazolyl)methyl
8-50	1-(2-chloro-1-benzimidazolyl)methoxy
8-51	[1-(2-chloro-benzimidazolyl)oxy]methyl
8-52	1-(2-chloro-benzimidazolyl)methyl
8-53	1-(2-methylthio-benzimidazolyl)methoxy
8-54	[1-(2-methylthio-benzimidazolyl)oxy]methyl
8-55	1-(2-methylthio-benzimidazolyl)methyl
8-56	1-(2-methyl-benzimidazolyl)methoxy
8-57	[1-(2-methyl-benzimidazolyl)oxy]methyl
8-58	1-(2-methyl-benzimidazolyl)methyl
8-59	1-(2-isopropyl-benzimidazolyl)methoxy
8-60	[1-(2-isopropyl-benzimidazolyl)oxy]methyl
8-61	1-[2-(1,1-dimethylethyl)-benzimidazolyl]methoxy
8-62	{1-[2-(1,1-dimethylethyl)-benzimidazolyl]oxy}methyl
8-63	1-[2-(1,1-dimethylethyl)-benzimidazolyl]methyl
8-64	1-(2-ethyl-benzimidazolyl)methoxy
8-65	[1-(2-ethyl-benzimidazolyl)oxy]methyl
8-66	1-(2-ethyl-benzimidazolyl)methyl
8-67	1-(2-cyclopropyl-benzimidazolyl)methoxy
8-68	[1-(2-cyclopropyl-benzimidazolyl)oxy]methyl
8-69	1-(2-cyclopropyl-benzimidazolyl)methyl
8-70	1-[2-(trifluoromethyl)-benzimidazolyl]methoxy
8-71	{1-[2-(trifluoromethyl)-benzimidazolyl]oxy}methyl
8-72	1-[2-(trifluoromethyl)-benzimidazolyl]methyl
8-73	1-(2-phenyl-benzimidazolyl)methoxy
8-74	[1-(2-phenyl-benzimidazolyl)oxy]methyl
8-75	1-(2-phenyl-benzimidazolyl)methyl

8-76	1-[2-(<i>tert</i> -butyl)-benzimidazolyl]methoxy
8-77	{1-[2-(<i>tert</i> -butyl)-benzimidazolyl]oxy}methyl
8-78	1-[2-(<i>tert</i> -butyl)-benzimidazolyl]methyl
8-79	1-[2-(difluoromethyl)-benzimidazolyl]methoxy
8-80	{1-[2-(difluoromethyl)-benzimidazolyl]oxy}methyl
8-81	1-[2-(difluoromethyl)-benzimidazolyl]methyl
8-82	1-[2-(fluoromethyl)-benzimidazolyl]methoxy
8-83	{1-[2-(fluoromethyl)-benzimidazolyl]oxy}methyl
8-84	1-[2-(fluoromethyl)-benzimidazolyl]methyl
8-85	1-(2-cyclobutyl-benzimidazolyl)methoxy
8-86	[1-(2-cyclobutyl-benzimidazolyl)oxy]methyl
8-87	1-(2-cyclobutyl-benzimidazolyl)methyl
8-88	1-[2-(1-methylcyclopropyl)-benzimidazolyl]methoxy
8-89	{1-[2-(1-methylcyclopropyl)-benzimidazolyl]oxy}methyl
8-90	1-[2-(1-methylcyclopropyl)-benzimidazolyl]methyl
8-91	1-[2-(1-fluoro-1-methylethyl)-benzimidazolyl]methoxy
8-92	{1-[2-(1-fluoro-1-methylethyl)-benzimidazolyl]oxy}methyl
8-93	1-[2-(1-fluoro-1-methylethyl)-benzimidazolyl]methyl
8-94	1-(2-methoxy-benzimidazolyl)methoxy
8-95	[1-(2-methoxy-benzimidazolyl)oxy]methyl
8-96	1-(2-methoxy-benzimidazolyl)methyl
8-97	1-(1 <i>H</i> -imidazo[4,5- <i>b</i>]pyridinyl)methoxy
8-98	[1-(1 <i>H</i> -imidazo[4,5- <i>b</i>]pyridinyl)oxy]methyl
8-99	1-(1 <i>H</i> -imidazo[4,5- <i>b</i>]pyridinyl)methyl
8-100	1-[2-methyl-(1 <i>H</i> -imidazo[4,5- <i>b</i>]pyridinyl)]methoxy
8-101	{1-[2-methyl-(1 <i>H</i> -imidazo[4,5- <i>b</i>]pyridinyl)]oxy}methyl
8-102	1-[2-methyl-(1 <i>H</i> -imidazo[4,5- <i>b</i>]pyridinyl)]methyl
8-103	1-(2-methyl-6-nitro-benzimidazolyl)methoxy
8-104	[1-(2-methyl-6-nitro-benzimidazolyl)oxy]methyl
8-105	1-(2-methyl-6-nitro-benzimidazolyl)methyl
8-106	1-(2-methyl-5-chloro-benzimidazolyl)methoxy
8-107	[1-(2-methyl-5-chloro-benzimidazolyl)oxy]methyl
8-108	1-(2-methyl-5-chloro-benzimidazolyl)methyl
8-109	1-(2-methyl-6-chloro-benzimidazolyl)methoxy
8-110	[1-(2-methyl-6-chloro-benzimidazolyl)oxy]methyl
8-111	1-(2-methyl-6-chloro-benzimidazolyl)methyl
8-112	3-(2-methyl-1 <i>H</i> -indolyl)methoxy
8-113	[3-(2-methyl-1 <i>H</i> -indolyl)oxy]methyl
8-114	3-(2-methyl-1 <i>H</i> -indolyl)methyl
8-115	1-(2-methyl-1 <i>H</i> -indolyl)methoxy
8-116	[1-(2-methyl-1 <i>H</i> -indolyl)oxy]methyl
8-117	1-(2-methyl-1 <i>H</i> -indolyl)methyl
8-118	3-(1,2-dimethyl-1 <i>H</i> -indolyl)methoxy
8-119	[3-(1,2-dimethyl-1 <i>H</i> -indolyl)oxy]methyl

8-120	3-(1,2-dimethyl-1 <i>H</i> -indolyl)methyl
8-121	1-(2,3-dimethyl-1 <i>H</i> -indolyl)methoxy
8-122	[1-(2,3-dimethyl-1 <i>H</i> -indolyl)oxy]methyl
8-123	1-(2,3-dimethyl-1 <i>H</i> -indolyl)methyl
8-124	1-(2-isopropyl-1 <i>H</i> -indolyl)methoxy
8-125	[1-(2-isopropyl-1 <i>H</i> -indolyl)oxy]methyl
8-126	1-(2-isopropyl-1 <i>H</i> -indolyl)methyl
8-127	1-(2-isopropyl-1 <i>H</i> -indolyl)methoxy
8-128	[1-(2-isopropyl-1 <i>H</i> -indolyl)oxy]methyl
8-129	1-(2-isopropyl-1 <i>H</i> -indolyl)methyl
8-130	(2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methoxy
8-131	[(2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)oxy]methyl
8-132	(2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl
8-133	(1-oxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methoxy
8-134	[(1-oxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)oxy]methyl
8-135	(1-oxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl
8-136	(1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methoxy
8-137	(1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl
8-138	(2,2-dimethyl-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methoxy
8-139	[(2,2-dimethyl-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)oxy]methyl
8-140	(2,2-dimethyl-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl
8-141	(2,2-dimethyl-1-oxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methoxy
8-142	[(2,2-dimethyl-1-oxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)oxy]methyl
8-143	(2,2-dimethyl-1-oxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl
8-144	(2,2-dimethyl-1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methoxy
8-145	[(2,2-dimethyl-1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)oxy]methyl
8-146	(2,2-dimethyl-1,1-dioxido-2,3-dihydro-4 <i>H</i> -1,4-benzothiazin-4-yl)methyl
8-147	(2,3-dihydro-4 <i>H</i> -1,4-benzoxazin-yl)methoxy
8-148	[(2,3-dihydro-4 <i>H</i> -1,4-benzoxazin-yl)oxy]methyl
8-149	(2,3-dihydro-4 <i>H</i> -1,4-benzoxazin-yl)methyl
8-150	(10 <i>H</i> -phenoxazin-10-yl)methoxy
8-151	[(10 <i>H</i> -phenoxazin-10-yl)oxy]methyl
8-152	(10 <i>H</i> -phenoxazin-10-yl)methyl

UTILITY

The compounds of formula I are expected to possess
5 matrix metalloprotease and/or aggrecanase and/or TNF- α
inhibitory activity. The MMP inhibitory activity of the
compounds of the present invention is demonstrated using
assays of MMP activity, for example, using the assay
described below for assaying inhibitors of MMP activity.

10 The compounds of the present invention are expected to be
bioavailable in vivo as demonstrated, for example, using
the ex vivo assay described below. The compounds of
formula I are expected to have the ability to
suppress/inhibit cartilage degradation in vivo, for
15 example, as demonstrated using the animal model of acute
cartilage degradation described below.

The compounds provided by this invention should also
be useful as standards and reagents in determining the
ability of a potential pharmaceutical to inhibit MPs.

20 These would be provided in commercial kits comprising a
compound of this invention.

Metalloproteinases have also been implicated in the
degradation of basement membranes to allow infiltration of
cancer cells into the circulation and subsequent
25 penetration into other tissues leading to tumor metastasis
(Stetler-Stevenson, Cancer and Metastasis Reviews, 9, 289-
303, 1990). The compounds of the present invention should
be useful for the prevention and treatment of invasive
tumors by inhibition of this aspect of metastasis.

30 The compounds of the present invention should also
have utility for the prevention and treatment of osteopenia
associated with matrix metalloprotease-mediated breakdown
of cartilage and bone that occurs in osteoporosis patients.

Compounds that inhibit the production or action of TACE and/or Aggrecanase and/or MMP's are potentially useful for the treatment or prophylaxis of various inflammatory, infectious, immunological or malignant diseases or conditions. Thus, the present invention relates to a method of treating various inflammatory, infectious, immunological or malignant diseases. These include acute infection, acute phase response, age related macular degeneration, alcoholic liver disease, allergy, allergic asthma, anorexia, aneurism, aortic aneurism, asthma, atherosclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia (including cachexia resulting from cancer or HIV), calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy (including inflammatory bowel disease), Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease, hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pyoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis (including juvenile rheumatoid arthritis and adult rheumatoid arthritis), sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor

growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and Wegener's granulomatosis.

5 Some compounds of the present invention have been shown to inhibit TNF production in lipopolysaccharide stimulated mice, for example, using the assay for TNF induction in mice and in human whole blood as described below.

10 Some compounds of the present invention have been shown to inhibit aggrecanase, a key enzyme in cartilage breakdown, as determined by the aggrecanase assay described below.

 The compounds of the present invention can be
15 administered alone or in combination with one or more additional anti-inflammatory agents. These agents include, but are not limited to, selective COX-2 inhibitors, interleukin-1 antagonists, dihydroorotate synthase inhibitors, p38 MAP kinase inhibitors, TNF- α
20 inhibitors, and TNF- α sequestration agents.

 By "administered in combination" or "combination therapy" it is meant that a compound of the present invention and one or more additional therapeutic agents are administered concurrently to the mammal being treated.
25 When administered in combination each component may be administered at the same time or sequentially in any order at different points in time. Thus, each component may be administered separately but sufficiently closely in time so as to provide the desired therapeutic effect.

30 The term selective COX-2 inhibitors, as used herein, denotes agents that selectively inhibit COX-2 function. Such agents include, but are not limited to, celecoxib (Celebrex), rofecoxib (Vioxx), meloxicam (Mobic), etoricoxib, and valdecoxib.

TNF- α sequestration agents that may be used in combination with the compounds of this invention, are TNF- α binding proteins or anti-TNF- α antibodies. These agents include, but are not limited to, etanercept (Enbrel),
5 infliximab (Remicade), adalimumab (D2E7), CDP-571 (Humicade), and CDP-870.

Other anti-inflammatory agents that may be used in combination with the compounds of this invention, include, but are not limited to, methotrexate, interleukin-1
10 antagonists (e.g., anakinra (Kineret)), dihydroorotate synthase inhibitors (e.g., leflunomide (Arava)), and p38 MAP kinase inhibitors.

Administration of the compounds of the present invention in combination with such additional therapeutic
15 agent, may afford an efficacy advantage over the compounds and agents alone, and may do so while permitting the use of lower doses of each. A lower dosage minimizes the potential of side effects, thereby providing an increased margin of safety.

20 As used herein " μ g" denotes microgram, "mg" denotes milligram, "g" denotes gram, " μ L" denotes microliter, "mL" denotes milliliter, "L" denotes liter, "nM" denotes nanomolar, " μ M" denotes micromolar, "mM" denotes millimolar, "M" denotes molar and "nm" denotes nanometer.
25 "Sigma stands for the Sigma-Aldrich Corp. of St. Louis, MO.

A compound is considered to be active if it has an IC_{50} or K_i value of less than about 10 μ M for the inhibition of a desired MP. Preferred compounds of the present invention have K_i 's or IC_{50} 's of ≤ 1 μ M. More preferred compounds of
30 the present invention have K_i 's or IC_{50} 's of ≤ 0.1 μ M. Even more preferred compounds of the present invention have K_i 's or IC_{50} 's of ≤ 0.01 μ M. Still more preferred compounds of the present invention have K_i 's or IC_{50} 's of ≤ 0.001 μ M.

Aggrecanase Enzymatic Assay

A novel enzymatic assay was developed to detect potential inhibitors of aggrecanase. The assay uses active aggrecanase accumulated in media from stimulated bovine nasal cartilage (BNC) or related cartilage sources and purified cartilage aggrecan monomer or a fragment thereof as a substrate.

The substrate concentration, amount of aggrecanases time of incubation and amount of product loaded for Western analysis were optimized for use of this assay in screening putative aggrecanase inhibitors. Aggrecanase is generated by stimulation of cartilage slices with interleukin-1 (IL-1), tumor necrosis factor alpha (TNF- α) or other stimuli. Matrix metalloproteinases (MMPs) are secreted from cartilage in an inactive, zymogen form following stimulation, although active enzymes are present within the matrix. We have shown that following depletion of the extracellular aggrecan matrix, active MMPs are released into the culture media (Tortorella, M.D. et al. *Trans. Ortho. Res. Soc.* 1995, 20, 341). Therefore, in order to accumulate BNC aggrecanase in culture media, cartilage is first depleted of endogenous aggrecan by stimulation with 500 ng/ml human recombinant IL- β for 6 days with media changes every 2 days. Cartilage is then stimulated for an additional 8 days without media change to allow accumulation of soluble, active aggrecanase in the culture media. In order to decrease the amount of other matrix metalloproteinases released into the media during aggrecanase accumulation, agents which inhibit MMP-1, -2, -3, and -9 biosynthesis are included during stimulation. This BNC conditioned media, containing aggrecanase activity is then used as the source of aggrecanase for the assay. Aggrecanase enzymatic activity is detected by monitoring production of aggrecan fragments produced exclusively by

cleavage at the Glu373-Ala374 bond within the aggrecan core protein by Western analysis using the monoclonal antibody, BC-3 (Hughes, CE, et al., Biochem J 306:799-804, 1995). This antibody recognizes aggrecan fragments with the N-terminus, 374ARGSVIL, generated upon cleavage by aggrecanase. The BC-3 antibody recognizes this neoepitope only when it is at the N-terminus and not when it is present internally within aggrecan fragments or within the aggrecan protein core. Other proteases produced by cartilage in response to IL-1 do not cleave aggrecan at the Glu373-Ala374 aggrecanase site; therefore, only products produced upon cleavage by aggrecanase are detected. Kinetic studies using this assay yield a K_m of 1.5 ± 0.35 μM for aggrecanase.

To evaluate inhibition of aggrecanase, compounds are prepared as 10 mM stocks in DMSO, water or other solvents and diluted to appropriate concentrations in water. Drug (50 μl) is added to 50 μl of aggrecanase-containing media and 50 μl of 2 mg/ml aggrecan substrate and brought to a final volume of 200 μl in 0.2 M Tris, pH 7.6, containing 0.4 M NaCl and 40 mM $CaCl_2$. The assay is run for 4 hr at 37 °C, quenched with 20 mM EDTA and analyzed for aggrecanase-generated products. A sample containing enzyme and substrate without drug is included as a positive control and enzyme incubated in the absence of substrate serves as a measure of background.

Removal of the glycosaminoglycan side chains from aggrecan is necessary for the BC-3 antibody to recognize the ARGSVIL epitope on the core protein. Therefore, for analysis of aggrecan fragments generated by cleavage at the Glu373-Ala374 site, proteoglycans and proteoglycan fragments are enzymatically deglycosylated with chondroitinase ABC (0.1 units/10 μg GAG) for 2 hr at 37°C and then with keratanase (0.1 units/10 μg GAG) and

keratanase II (0.002 units/10 ug GAG) for 2 hr at 37°C in buffer containing 50 mM sodium acetate, 0.1 M Tris/HCl, pH 6.5. After digestion, aggrecan in the samples is precipitated with 5 volumes of acetone and resuspended in 30 ul of Tris glycine SDS sample buffer (Novex) containing 2.5% beta mercaptoethanol. Samples are loaded and then separated by SDS-PAGE under reducing conditions with 4-12% gradient gels, transferred to nitrocellulose and immunolocalized with 1:500 dilution of antibody BC3.

Subsequently, membranes are incubated with a 1:5000 dilution of goat anti-mouse IgG alkaline phosphatase second antibody and aggrecan catabolites visualized by incubation with appropriate substrate for 10-30 minutes to achieve optimal color development. Blots are quantitated by scanning densitometry and inhibition of aggrecanase determined by comparing the amount of product produced in the presence versus absence of compound.

TNF PBMC ASSAY

Human peripheral blood mononuclear cells (PBMC) were obtained from normal donor blood by leukophoresis and isolated by Ficoll-Paque density separation. PBMCs were suspended in .5ml RPMI 1640 with no serum at 2×10^6 cells/ml in 96 well polystyrene plates. Cells were preincubated 10 minutes with compound, then stimulated with 1 ug/ml LPS (Lipopolysaccharide, Salmonella typhimurium) to induce TNF production. After an incubation of 5 hours at 37 °C in 95% air, 5% CO₂ environment, culture supernatants were removed and tested by standard sandwich ELISA for TNF production.

TNF Human Whole Blood Assay

Blood is drawn from normal donors into tubes containing 143 USP units of heparin/10ml. 225ul of blood

is plated directly into sterile polypropylene tubes. Compounds are diluted in DMSO/serum free media and added to the blood samples so the final concentration of compounds are 50, 10, 5, 1, .5, .1, and .01 μ M. The final concentration of DMSO does not exceed 0.5%. Compounds are preincubated for 15 minutes before the addition of 100 ng/ml LPS. Plates are incubated for 5 hours in an atmosphere of 5% CO₂ in air. At the end of 5 hours, 750ul of serum free media is added to each tube and the samples are spun at 1200RPM for 10 minutes. The supernatant is collected off the top and assayed for TNF-alpha production by a standard sandwich ELISA. The ability of compounds to inhibit TNF-alpha production by 50% compared to DMSO treated cultures is given by the IC₅₀ value.

TNF Induction In Mice

Test compounds are administered to mice either I.P. or P.O. at time zero. Immediately following compound administration, mice receive an I.P. injection of 20 mg of D-galactosamine plus 10 μ g of lipopolysaccharide. One hour later, animals are anesthetized and bled by cardiac puncture. Blood plasma is evaluated for TNF levels by an ELISA specific for mouse TNF. Administration of representative compounds of the present invention to mice results in a dose-dependent suppression of plasma TNF levels at one hour in the above assay.

MMP ASSAYS

The enzymatic activities of recombinant MMP-1, 2, 3, 7, 8, 9, 10, 12, 13, 14, 15, and 16 were measured at 25°C with a fluorometric assay (Copeland, R.A. et al. *Bioorganic Med. Chem. Lett.* 1995, 5, 1947-1952). Final enzyme concentrations in the assay were between 0.05 and 10 nM depending on the enzyme and the potency of the inhibitor

tested. The permissive peptide substrate, MCA-Pro-Leu-Gly-Leu-DPA-Ala-Arg-NH₂, was present at a final concentration of 10 μ M in all assays. Initial velocities, in the presence or absence of inhibitor, were measured as slopes of the linear portion of the product progress curves. IC₅₀ values were determined by plotting the inhibitor concentration dependence of the fractional velocity for each enzyme, and fitting the data by non-linear least squares methods to the standard isotherm equation (Copeland, R.A. *Enzymes: A practical Introduction to Structure, Mechanism and Data Analysis*, Wiley-VHC, New York, 1996, pp 187-223). All of the compounds studied here were assumed to act as competitive inhibitors of the enzyme, binding to the active site Zn atom as previously demonstrated by crystallographic studies of MMP-3 complexed with related hydroxamic acids (Rockwell, A. et al. *J. Am. Chem. Soc.* 1996, 118, 10337-10338). Based on the assumption of competitive inhibition, the IC₅₀ values were converted to K_i values as previously described.

Compounds tested in the above assay are considered to be active if they exhibit a K_i of ≤ 10 μ M. Preferred compounds of the present invention have K_i's of ≤ 1 μ M. More preferred compounds of the present invention have K_i's of ≤ 0.1 μ M. Even more preferred compounds of the present invention have K_i's of ≤ 0.01 μ M. Still more preferred compounds of the present invention have K_i's of ≤ 0.001 μ M.

Using the methodology described above, a number of compounds of the present invention were found to exhibit K_i's of ≤ 10 μ M, thereby confirming the utility of the compounds of the present invention.

Dosage and Formulation

The compounds of the present invention can be administered orally using any pharmaceutically acceptable

dosage form known in the art for such administration. The active ingredient can be supplied in solid dosage forms such as dry powders, granules, tablets or capsules, or in liquid dosage forms, such as syrups or aqueous suspensions.

5 The active ingredient can be administered alone, but is generally administered with a pharmaceutical carrier. A valuable treatise with respect to pharmaceutical dosage forms is Remington's Pharmaceutical Sciences, Mack Publishing.

10 The compounds of the present invention can be administered in such oral dosage forms as tablets, capsules (each of which includes sustained release or timed release formulations), pills, powders, granules, elixirs, tinctures, suspensions, syrups, and emulsions. Likewise,
15 they may also be administered in intravenous (bolus or infusion), intraperitoneal, subcutaneous, or intramuscular form, all using dosage forms well known to those of ordinary skill in the pharmaceutical arts. An effective but non-toxic amount of the compound desired can be
20 employed as an antiinflammatory and antiarthritic agent.

The compounds of this invention can be administered by any means that produces contact of the active agent with the agent's site of action in the body of a mammal. They can be administered by any conventional means available for
25 use in conjunction with pharmaceuticals, either as individual therapeutic agents or in a combination of therapeutic agents. They can be administered alone, but generally administered with a pharmaceutical carrier selected on the basis of the chosen route of administration
30 and standard pharmaceutical practice.

The dosage regimen for the compounds of the present invention will, of course, vary depending upon known factors, such as the pharmacodynamic characteristics of the particular agent and its mode and route of administration;

the species, age, sex, health, medical condition, and weight of the recipient; the nature and extent of the symptoms; the kind of concurrent treatment; the frequency of treatment; the route of administration, the renal and hepatic function of the patient, and the effect desired. An ordinarily skilled physician or veterinarian can readily determine and prescribe the effective amount of the drug required to prevent, counter, or arrest the progress of the condition.

By way of general guidance, the daily oral dosage of each active ingredient, when used for the indicated effects, will range between about 0.001 to 1000 mg/kg of body weight, preferably between about 0.01 to 100 mg/kg of body weight per day, and most preferably between about 1.0 to 20 mg/kg/day. For a normal male adult human of approximately 70 kg of body weight, this translates into a dosage of 70 to 1400 mg/day. Intravenously, the most preferred doses will range from about 1 to about 10 mg/kg/minute during a constant rate infusion.

Advantageously, compounds of the present invention may be administered in a single daily dose, or the total daily dosage may be administered in divided doses of two, three, or four times daily.

The compounds for the present invention can be administered in intranasal form via topical use of suitable intranasal vehicles, or via transdermal routes, using those forms of transdermal skin patches well known to those of ordinary skill in that art. To be administered in the form of a transdermal delivery system, the dosage administration will, of course, be continuous rather than intermittent throughout the dosage regimen.

In the methods of the present invention, the compounds herein described in detail can form the active ingredient, and are typically administered in admixture with suitable

pharmaceutical diluents, excipients, or carriers
(collectively referred to herein as carrier materials)
suitably selected with respect to the intended form of
administration, that is, oral tablets, capsules, elixirs,
5 syrups and the like, and consistent with conventional
pharmaceutical practices.

For instance, for oral administration in the form of a
tablet or capsule, the active drug component can be
combined with an oral, non-toxic, pharmaceutically
10 acceptable, inert carrier such as lactose, starch, sucrose,
glucose, methyl cellulose, magnesium stearate, dicalcium
phosphate, calcium sulfate, mannitol, sorbitol and the
like; for oral administration in liquid form, the oral drug
components can be combined with any oral, non-toxic,
15 pharmaceutically acceptable inert carrier such as ethanol,
glycerol, water, and the like. Moreover, when desired or
necessary, suitable binders, lubricants, disintegrating
agents, and coloring agents can also be incorporated into
the mixture. Suitable binders include starch, gelatin,
20 natural sugars such as glucose or beta-lactose, corn
sweeteners, natural and synthetic gums such as acacia,
tragacanth, or sodium alginate, carboxymethylcellulose,
polyethylene glycol, waxes, and the like. Lubricants used
in these dosage forms include sodium oleate, sodium
25 stearate, magnesium stearate, sodium benzoate, sodium
acetate, sodium chloride, and the like. Disintegrators
include, without limitation, starch, methyl cellulose,
agar, bentonite, xanthan gum, and the like.

The compounds of the present invention can also be
30 administered in the form of liposome delivery systems, such
as small unilamellar vesicles, large unilamellar vesicles,
and multilamellar vesicles. Liposomes can be formed from a
variety of phospholipids, such as cholesterol,
stearylamine, or phosphatidylcholines.

Compounds of the present invention may also be coupled with soluble polymers as targetable drug carriers. Such polymers can include polyvinylpyrrolidone, pyran copolymer, polyhydroxypropylmethacrylamide-phenol,

5 polyhydroxyethylaspartamidephenol, or polyethyleneoxide-polylysine substituted with palmitoyl residues.

Furthermore, the compounds of the present invention may be coupled to a class of biodegradable polymers useful in achieving controlled release of a drug, for example,

10 polylactic acid, polyglycolic acid, copolymers of polylactic and polyglycolic acid, polyepsilon caprolactone, polyhydroxy butyric acid, polyorthoesters, polyacetals, polydihydropyrans, polycyanoacylates, and crosslinked or amphipathic block copolymers of hydrogels.

15 Dosage forms (pharmaceutical compositions) suitable for administration may contain from about 1 milligram to about 100 milligrams of active ingredient per dosage unit. In these pharmaceutical compositions the active ingredient will ordinarily be present in an amount of about 0.5-95% by
20 weight based on the total weight of the composition.

The active ingredient can be administered orally in solid dosage forms, such as capsules, tablets, and powders, or in liquid dosage forms, such as elixirs, syrups, and suspensions. It can also be administered parenterally, in
25 sterile liquid dosage forms.

Gelatin capsules may contain the active ingredient and powdered carriers, such as lactose, starch, cellulose derivatives, magnesium stearate, stearic acid, and the like. Similar diluents can be used to make compressed
30 tablets. Both tablets and capsules can be manufactured as sustained release products to provide for continuous release of medication over a period of hours. Compressed tablets can be sugar coated or film coated to mask any unpleasant taste and protect the tablet from the

atmosphere, or enteric coated for selective disintegration in the gastrointestinal tract.

Liquid dosage forms for oral administration can contain coloring and flavoring to increase patient acceptance.

5 In general, water, a suitable oil, saline, aqueous dextrose (glucose), and related sugar solutions and glycols such as propylene glycol or polyethylene glycols are suitable carriers for parenteral solutions. Solutions for parenteral administration preferably contain a water
10 soluble salt of the active ingredient, suitable stabilizing agents, and if necessary, buffer substances. Antioxidizing agents such as sodium bisulfite, sodium sulfite, or ascorbic acid, either alone or combined, are suitable stabilizing agents. Also used are citric acid and its
15 salts and sodium EDTA. In addition, parenteral solutions can contain preservatives, such as benzalkonium chloride, methyl- or propyl-paraben, and chlorobutanol.

Suitable pharmaceutical carriers are described in Remington's Pharmaceutical Sciences, Mack Publishing
20 Company, a standard reference text in this field.

The compounds of the present invention may be administered in combination with a second therapeutic
25 agent, especially non-steroidal anti-inflammatory drugs (NSAID's). The compound of Formula I and such second therapeutic agent can be administered separately or as a physical combination in a single dosage unit, in any dosage form and by various routes of administration, as described
30 above.

The compound of Formula I may be formulated together with the second therapeutic agent in a single dosage unit (that is, combined together in one capsule, tablet, powder, or liquid, etc.). When the compound of Formula I and the

second therapeutic agent are not formulated together in a single dosage unit, the compound of Formula I and the second therapeutic agent may be administered essentially at the same time, or in any order; for example the compound of Formula I may be administered first, followed by administration of the second agent. When not administered at the same time, preferably the administration of the compound of Formula I and the second therapeutic agent occurs less than about one hour apart, more preferably less than about 5 to 30 minutes apart.

Preferably the route of administration of the compound of Formula I is oral. Although it is preferable that the compound of Formula I and the second therapeutic agent are both administered by the same route (that is, for example, both orally), if desired, they may each be administered by different routes and in different dosage forms (that is, for example, one component of the combination product may be administered orally, and another component may be administered intravenously).

The dosage of the compound of Formula I when administered alone or in combination with a second therapeutic agent may vary depending upon various factors such as the pharmacodynamic characteristics of the particular agent and its mode and route of administration, the age, health and weight of the recipient, the nature and extent of the symptoms, the kind of concurrent treatment, the frequency of treatment, and the effect desired, as described above.

Particularly when provided as a single dosage unit, the potential exists for a chemical interaction between the combined active ingredients. For this reason, when the compound of Formula I and a second therapeutic agent are combined in a single dosage unit they are formulated such that although the active ingredients are combined in a

single dosage unit, the physical contact between the active ingredients is minimized (that is, reduced). For example, one active ingredient may be enteric coated. By enteric coating one of the active ingredients, it is possible not only to minimize the contact between the combined active ingredients, but also, it is possible to control the release of one of these components in the gastrointestinal tract such that one of these components is not released in the stomach but rather is released in the intestines. One of the active ingredients may also be coated with a sustained-release material which effects a sustained-release throughout the gastrointestinal tract and also serves to minimize physical contact between the combined active ingredients. Furthermore, the sustained-released component can be additionally enteric coated such that the release of this component occurs only in the intestine. Still another approach would involve the formulation of a combination product in which the one component is coated with a sustained and/or enteric release polymer, and the other component is also coated with a polymer such as a lowviscosity grade of hydroxypropyl methylcellulose (HPMC) or other appropriate materials as known in the art, in order to further separate the active components. The polymer coating serves to form an additional barrier to interaction with the other component.

These as well as other ways of minimizing contact between the components of combination products of the present invention, whether administered in a single dosage form or administered in separate forms but at the same time by the same manner, will be readily apparent to those skilled in the art, once armed with the present disclosure.

The present invention also includes pharmaceutical kits useful, for example, in the treatment or prevention of osteoarthritis or rheumatoid arthritis, which comprise one

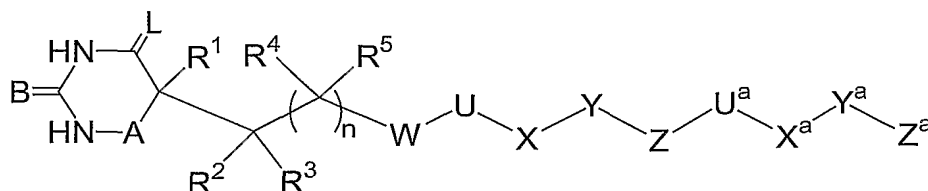
or more containers containing a pharmaceutical composition comprising a therapeutically effective amount of a compound of Formula I. Such kits may further include, if desired, one or more of various conventional pharmaceutical kit components, such as, for example, containers with one or more pharmaceutically acceptable carriers, additional containers, etc., as will be readily apparent to those skilled in the art. Instructions, either as inserts or as labels, indicating quantities of the components to be administered, guidelines for administration, and/or guidelines for mixing the components, may also be included in the kit.

In the present disclosure it should be understood that the specified materials and conditions are important in practicing the invention but that unspecified materials and conditions are not excluded so long as they do not prevent the benefits of the invention from being realized.

Although this invention has been described with respect to specific embodiments, the details of these embodiments are not to be construed as limitations. Various equivalents, changes, and modifications may be made without departing from the spirit and scope of this invention, and it is understood that such equivalent embodiments are part of this invention.

WHAT IS CLAIMED IS:

1. A compound of formula I:



5

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

A is C(=O), C(=S) or CH₂;

10

B is O or S;

L is O or S;

15

W is selected from (CR^aR^{a1})_m, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

U is selected from: C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, and NR^{a1}C(O)NR^{a1};

20

X is absent or is selected from C₁₋₃ alkylene, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

25

Y is absent or is selected from O, NR^{a1}, S(O)_p, and C(O);

Z is selected from a C₃₋₁₃ carbocycle substituted with 0-5 R^b, and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group

consisting of N, O, and S(O)_p, and substituted with
0-5 R^b;

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
5 C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1},
NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p,
and NR^{a1}SO₂NR^{a1};

10 X^a is absent or is selected from C₁₋₁₀ alkylene, C₂₋₁₀
alkenylene, and C₂₋₁₀ alkynylene;

Y^a is absent or is selected from O, NR^{a1}, S(O)_p, and C(O);

15 Z^a is selected from a C₃₋₁₃ carbocycle substituted with 0-5
R^c and a 5-14 membered heterocycle comprising carbon
atoms and 1-4 heteroatoms selected from the group
consisting of N, O, and S(O)_p, and substituted with
0-5 R^c;

20 provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

R¹ is selected from CHF₂, CH₂F, CF₃, C₁₋₆ alkylene-Q, C₂₋₆
25 alkenylene-Q, C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}OR^{a1},
(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}OC(O)(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}OC(O)OR^{a1},
30 (CR^aR^{a1})_{r1}OC(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1},
(CR^aR^{a1})_{r1}NR^aC(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q,
(CR^aR^{a1})_{r1}SO₂NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aSO₂(CR^aR^{a1})_s-Q,

(CR^aR^a1)_{r1}NR^aSO₂NR^aR^a1, a C₃₋₁₃ carbocycle substituted with 0-5 R^d, and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^d;

R² is selected from Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹, C₂₋₆ alkynylene-Q¹, (CR^aR^a1)_{r1}OR^a1, (CR^aR^a1)_{r1}NR^a(CR^aR^a1)_r-Q¹, (CR^aR^a1)_{r1}NR^aC(O)(CR^aR^a1)_r-Q¹, (CR^aR^a1)_{r1}C(O)NR^aR^a1, (CR^aR^a1)_{r1}C(O)NR^a(CR^aR^a1)_r-Q¹, (CR^aR^a1)_{r1}NR^aC(O)OR^a1, (CR^aR^a1)_{r1}C(O)(CR^aR^a1)_r-Q¹, (CR^aR^a1)_{r1}C(O)OR^a1, (CR^aR^a1)_{r1}S(O)_p(CR^aR^a1)_r-Q¹, (CR^aR^a1)_{r1}NR^aSO₂(CR^aR^a1)_r-Q¹, and (CR^aR^a1)_{r1}SO₂NR^aR^a1;

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, (CR^aR^a1)_{r1}OR^a1, (CR^aR^a1)_{r1}NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)OR^a1, (CR^aR^a1)_{r1}OC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}C(O)NR^aR^a1, (CR^aR^a1)_{r1}C(O)NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}NR^aC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}OC(O)OR^a1, (CR^aR^a1)_{r1}OC(O)NR^aR^a1, (CR^aR^a1)_{r1}NR^aC(O)OR^a1, (CR^aR^a1)_{r1}NR^aC(O)NR^aR^a1, (CR^aR^a1)_{r1}S(O)_p(CR^aR^a1)_r-Q, (CR^aR^a1)_{r1}SO₂NR^aR^a1, (CR^aR^a1)_{r1}NR^aSO₂(CR^aR^a1)_r-Q, and (CR^aR^a1)_{r1}NR^aSO₂NR^aR^a1;

Q, at each occurrence, is independently selected from H, CHF₂, CH₂F, CF₃, a C₃₋₁₃ carbocycle substituted with 0-5 R^d, and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^d;

Q¹, at each occurrence, is independently selected from H, a
C₃₋₁₃ carbocycle substituted with 0-5 R^d, and a 5-14
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and S(O)_p, and substituted with 0-5 R^d;

R⁴ is selected from H, C₁₋₆ alkyl substituted with 0-1 R^b,
C₂₋₆ alkenyl substituted with 0-1 R^b, and C₂₋₆ alkynyl
substituted with 0-1 R^b;

R⁵ is selected from H, C₁₋₆ alkyl substituted with 0-1 R^b,
C₂₋₆ alkenyl substituted with 0-1 R^b, and C₂₋₆ alkynyl
substituted with 0-1 R^b;

n is 0 or 1;

alternatively, R² and R³, together with the carbon atom to
which they are attached, combine to form a 3-8
membered carbocyclic or heterocyclic ring comprising
carbon atoms, 0-2 ring heteroatoms selected from O, N,
NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted
with 0-3 R^c; and the carbocyclic or heterocyclic ring
is optionally fused to a 5-6 membered carbocycle
substituted with 0-3 R^c or a 5-6 membered heterocycle
consisting of carbon atoms and 1-3 heteroatoms
selected from the group consisting of N, O, and S(O)_p,
and substituted with 0-3 R^c;

alternatively, when n is 1, R² and R⁴, together with the
carbon atoms to which they are attached, combine to
form a 3-8 membered carbocyclic or heterocyclic ring
comprising carbon atoms, 0-2 ring heteroatoms selected

from O, N, NR^{10} , and S(O)_p , and 0-2 double bonds, and substituted with 0-3 R^c ; and the carbocyclic or heterocyclic ring is optionally fused to a 5-6 membered carbocycle substituted with 0-3 R^c or a 5-6 membered heterocycle consisting of carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and S(O)_p , and substituted with 0-3 R^c ;

alternatively, when n is 1, R^4 and R^5 , together with the carbon atom to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR^{10} , and S(O)_p , and 0-2 double bonds, and substituted with 0-3 R^c ; and the carbocyclic or heterocyclic ring is optionally fused to a 5-6 membered carbocycle substituted with 0-3 R^c or a 5-6 membered heterocycle consisting of carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and S(O)_p , and substituted with 0-3 R^c ;

R^{10} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-2 R^{c1} , C_{2-6} alkenyl substituted with 0-2 R^{c1} , C_{2-6} alkynyl substituted with 0-2 R^{c1} , $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)}\text{NR}^a\text{OH}$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)}\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)}\text{OR}^a1$, $(\text{CR}^a\text{Ra}1)_r\text{C(S)}\text{OR}^a1$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)}\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{C(O)}\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(S)}\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{OC(O)}\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{C(O)}\text{OR}^a1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{C(O)}\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{S(O)}_p\text{Ra}3$, $(\text{CR}^a\text{Ra}1)_r\text{SO}_2\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{SO}_2\text{Ra}3$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{SO}_2\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{-C}_{3-10}$ carbocycle substituted with 0-2 R^{c1} , and $(\text{CR}^a\text{Ra}1)_r\text{-5-14}$ membered heterocycle consisting of carbon atoms and 1-4

heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1};

5 R^a, at each occurrence, is independently selected from H, C₁₋₆ alkyl, phenyl, and benzyl;

R^{a1}, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-1 R^e, C₂₋₆ alkenyl substituted with 0-1 R^e, C₂₋₆ alkynyl substituted with 10 0-1 R^e, and -(CH₂)_r-3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and S(O)_p, and substituted with 0-3 R^e;

15 alternatively, R^a and R^{a1}, when attached to a nitrogen, are taken together with the nitrogen to which they are attached, form a 5 or 6 membered heterocycle comprising carbon atoms and 0-1 additional heteroatoms selected from N, NR^{a2}, O, and S(O)_p;

20 R^{a2}, at each occurrence, is independently selected from C₁₋₄ alkyl, phenyl, and benzyl;

25 R^{a3}, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-1 R^{c1}, C₂₋₆ alkenyl substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with 0-1 R^{c1}, and -(CH₂)_r-3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2}, O, and S(O)_p, and 30 substituted with 0-3 R^{c1};

R^b , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-1 R^{c1} , OR^a , SR^a , Cl , F , Br , I , $=O$, $-CN$, NO_2 , NR^aR^{a1} , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $C(S)NR^aR^{a1}$, $NR^aC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $NR^aC(O)OR^a$,
 5 $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , CHF_2 , CH_2F , and phenyl;

R^c , at each occurrence, is independently selected from H ,
 10 OR^a , Cl , F , Br , I , $=O$, $-CN$, NO_2 , CF_3 , CF_2CF_3 , CH_2F , CHF_2 , $(CR^aR^{a1})_rNR^aR^{a1}$, $(CR^aR^{a1})_rC(=NCN)NR^aR^{a1}$, $(CR^aR^{a1})_rC(=NRA)NR^aR^{a1}$, $(CR^aR^{a1})_rC(=NORA)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^aOH$, $(CR^aR^{a1})_{r1}C(O)R^{a1}$, $(CR^aR^{a1})_rC(O)OR^{a1}$, $(CR^aR^{a1})_rC(S)OR^{a1}$,
 15 $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $(CR^aR^{a1})_rC(S)NR^aR^{a1}$, $(CR^aR^{a1})_rOC(O)NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aC(O)OR^{a1}$, $(CR^aR^{a1})_rNR^aC(O)NR^aR^{a1}$, $(CR^aR^{a1})_rS(O)_pR^{a3}$, $(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aSO_2R^{a3}$, $(CR^aR^{a1})_rNR^aSO_2NR^aR^{a1}$;
 20 C_{1-6} alkyl substituted with 0-2 R^{c1} ;
 C_{2-6} alkenyl substituted with 0-2 R^{c1} ;
 C_{2-6} alkynyl substituted with 0-2 R^{c1} ;
 $(CR^aR^{a1})_r-C_{3-10}$ carbocycle substituted with 0-2 R^{c1} ; and
 $(CR^aR^{a1})_r-5-14$ membered heterocycle comprising carbon
 25 atoms and 1-4 heteroatoms selected from the group consisting of N , O , and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to the same
 30 carbon atom, they form a spiro ring C that is a 3-11 membered carbocycle or heterocycle substituted with

0-2 R^{c1} and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and S(O)_p, and 0-2 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

5

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

10

R^{c1}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^a, C(O)OR^a, C(O)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)OR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a2}, S(O)_pR^{a2}, CF₃, OCF₃, CF₂CF₃, CH₂F, and CHF₂;

15

20

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a, C(O)NR^aR^{a1}, C(S)NR^aR^{a1}, R^aNC(O)NR^aR^{a1}, OC(O)NR^aR^{a1}, R^aNC(O)OR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, NR^aS(O)₂NR^aR^{a1}, OS(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, CF₂CF₃, (CH₂)_r-C₃₋₁₀ carbocycle substituted with 0-2 R^e, and a (CH₂)_r-5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^e;

25

30

R^e , at each occurrence, is independently selected from H,
C₁₋₆ alkyl, OR^a, Cl, F, Br, I, =O, -CN, NO₂, NR^aRA^a,
C(O)R^a, C(O)OR^a, C(O)NR^aRA^a, R^aNC(O)NR^aRA^a, OC(O)NR^aRA^a,
R^aNC(O)OR^a, S(O)₂NR^aRA^a, NR^aS(O)₂RA², NR^aS(O)₂NR^aRA^a,
5 OS(O)₂NR^aRA^a, NR^aS(O)₂RA², S(O)_pRA², CF₃, OCF₃, CF₂CF₃,
CH₂F, and CHF₂;

m, at each occurrence, is selected from 0, 1, 2 and 3;

10 p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, and 4;

r₁, at each occurrence, is selected from 0, 1, 2, 3, and 4;

15

s, at each occurrence, is selected from 2, 3, and 4;

and

provided that when A is C(=O), L is O, R¹ is phenyl, U is
20 NHC(O), and Z is 2-oxo-chromen-3-yl, then Z^a is other
than 2-hydroxymethyl-3,4,5-trihydroxy-tetrahydropyran.

2. A compound according to Claim 1, wherein;

25

W is (CHR^a)_m or C₂₋₃ alkenylene;

U is selected from: C(O), C(O)O, OC(O), C(O)NR^{a1}, and
NR^{a1}C(O);

30

X is absent or is C₁₋₃ alkylene;

U^a is absent or is selected from: O, NR^{a1} , $C(O)$, $CR^a(OH)$,
 $C(O)O$, $C(O)NR^{a1}$, $NR^{a1}C(O)$, $S(O)_p$, $S(O)_pNR^{a1}$, and
 $NR^{a1}S(O)_p$;

5 X^a is absent or is selected from C_{1-4} alkylene, C_{2-4}
 alkenylene, and C_{2-4} alkynylene;

Y^a is absent or is selected from O and NR^{a1} ;

10 provided that U, Y, Z, U^a , Y^a , and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, $S(O)_p-O$, $O-S(O)_p$ or $S(O)_p-S(O)_p$
 group;

R^1 is selected from CHF_2 , CH_2F , CF_3 , C_{1-6} alkylene-Q, C_{2-6}
 15 alkenylene-Q, C_{2-6} alkynylene-Q, $(CR^aR^{a1})_{r1}OR^{a1}$,
 $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q$, $(CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q$,
 $(CR^aR^{a1})_{r1}C(O)OR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}$,
 $(CR^aR^{a1})_{r1}C(O)NR^a(CR^aR^{a1})_r-Q$,
 $(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q$,
 20 $(CR^aR^{a1})_{r1}NR^aC(O)OR^{a1}$, $(CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q$,
 $(CR^aR^{a1})_{r1}SO_2NR^aR^{a1}$, $(CR^aR^{a1})_{r1}NR^aSO_2(CR^aR^{a1})_r-Q$,
 a C_{3-10} carbocycle substituted with 0-5 R^d , and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 25 O, and $S(O)_p$, and substituted with 0-5 R^d ;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(CR^aR^{a1})_{r1}OR^{a1}$,
 $(CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q^1$, $(CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q^1$,
 30 $(CR^aR^{a1})_{r1}C(O)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}NR^aC(O)OR^{a1}$,

$(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}^1$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}^1$, and $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}$;

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,

5 C_{2-6} alkynylene-Q, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{OR}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{C}(\text{O})\text{NR}^{\text{a}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{aC}}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{aC}}(\text{O})\text{OR}^{\text{a1}}$,
10 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}$, and
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{a}}\text{SO}_2(\text{CR}^{\text{aRa1}})_{\text{r}}\text{Q}$;

Q, at each occurrence, is independently selected from H,
 CF_3 , a C_{3-13} carbocycle substituted with 0-5 R^{d} , and a
15 5-14 membered heterocycle comprising carbon atoms and
1-4 heteroatoms selected from the group consisting of
N, O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-5 R^{d} ;

Q^1 , at each occurrence, is independently selected from H, a
20 C_{3-10} carbocycle substituted with 0-5 R^{d} , and a 5-10
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-5 R^{d} ;

25 R^4 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
alkynyl;

R^5 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
alkynyl;

30

n is 0 or 1;

alternatively, R^2 and R^3 , together with the carbon atom to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-2 R^c;

alternatively, when n is 1, R^2 and R^4 , together with the carbon atoms to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-2 R^c;

alternatively, when n is 1, R^4 and R^5 , together with the carbon atom to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-2 R^c;

R¹⁰, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-2 R^{c1}, C₂₋₆ alkenyl substituted with 0-2 R^{c1}, C₂₋₆ alkynyl substituted with 0-2 R^{c1}, (CR^aR^{a1})_sNR^aR^{a1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_sNR^aC(O)R^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_sNR^aSO₂R^{a3}, (CR^aR^{a1})_r-C₃₋₁₀ carbocycle substituted with 0-2 R^{c1}, and (CR^aR^{a1})_r-5-14 membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{c1};

R^c , at each occurrence, is independently selected from H,
 OR^a , Cl, F, Br, =O, -CN, NO_2 , NR^aRa^1 , CF_3 ,
 $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a$, $(CR^aRa^1)_rC(O)NR^aRa^1$,
5 $(CR^aRa^1)_rNR^aC(O)Ra^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2Ra^3$;
 C_{1-6} alkyl substituted with 0-1 R^{c1} ;
 C_{2-6} alkenyl substituted with 0-1 R^{c1} ;
 C_{2-6} alkynyl substituted with 0-1 R^{c1} ;
10 $(CH_2)_r-C_{3-6}$ carbocycle substituted with 0-2 R^{c1} ; and
 $(CH_2)_r-5-6$ membered heterocycle comprising carbon atoms
and 1-4 heteroatoms selected from the group consisting
of N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

15 alternatively, when two R^c groups are attached to the same
carbon atom, they form a spiro ring C that is a 3-8
membered carbocycle or heterocycle substituted with
0-2 R^{c1} and comprising: carbon atoms, 0-4 ring
heteroatoms selected from O, N, and $S(O)_p$, and 0-2
20 double bonds, provided that ring C contains other than
a S-S, O-O, or S-O bond; and

alternatively, when two R^c groups are attached to adjacent
carbon atoms, together with the carbon atoms to which
25 they are attached they form a 5-7 membered carbocyclic
or heterocyclic ring D substituted with 0-2 R^{c1} and
consisting of carbon atoms, 0-2 heteroatoms selected
from the group consisting of N, O, and $S(O)_p$, and 0-3
double bonds.

30

3. A compound according to Claim 2, wherein;

A is C(=O) or CH₂;

B is O;

5 L is O;

U is selected from: C(O), C(O)NR^{a1}, and NR^{a1}C(O);

X is absent, methylene or ethylene;

10

Z is selected from:

a C₃₋₈ cycloalkyl substituted with 0-5 R^b;

a C₃₋₈ cycloalkenyl substituted with 0-5 R^b;

phenyl substituted with 0-5 R^b;

15

naphthyl substituted with 0-5 R^b; and

a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^b;

20 U^a is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1}, NR^{a1}C(O), and S(O)_p;

Z^a is selected from a C₅₋₁₀ carbocycle substituted with 0-5 R^c, and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^c;

25

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

30

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 $(CR^aRa^1)_{r1}OR^a1$, $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}C(O)OR^a1$,
5 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q^1$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

Q^1 , at each occurrence, is independently selected from H, a
 C_{3-6} carbocycle substituted with 0-3 R^d , and a 5-10
membered heterocycle comprising carbon atoms and 1-4
10 heteroatoms selected from the group consisting of N,
O, and $S(O)_p$, and substituted with 0-3 R^d ;

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
15 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)NR^aRa^1$,
 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

20 Q, at each occurrence, is independently selected from H, a
 C_{3-10} carbocycle substituted with 0-3 R^d , and a 5-14
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$, and substituted with 0-3 R^d ;

25

R^4 is selected from H and C_{1-6} alkyl;

R^5 is selected from H and C_{1-6} alkyl;

30 n is 0 or 1;

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl
 substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with
 0-1 R^{c1} , $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a1$,
 5 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_r-C_{3-6}$ carbocycle substituted
 with 0-2 R^{c1} , and $(CR^aRa^1)_r-5-10$ membered heterocycle
 consisting of carbon atoms and 1-4 heteroatoms
 selected from the group consisting of N, O, and $S(O)_p$,
 10 and substituted with 0-2 R^{c1} ;

R^a , at each occurrence, is independently selected from H
 and C_{1-6} alkyl;

15 Ra^1 , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
 and 4-pyridinyl;

alternatively, R^a and Ra^1 , when attached to a nitrogen, are
 20 taken together with the nitrogen to which they are
 attached, form a 5 or 6 membered heterocycle
 comprising carbon atoms and 0-1 additional heteroatoms
 selected from N, NR^{a2} , O, and $S(O)_p$;

25 Ra^3 , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, C_{2-6} alkenyl, and $-(CH_2)_{r-3-8}$ membered
 carbocyclic or heterocyclic ring comprising carbon
 atoms and 0-2 ring heteroatoms selected from N, NR^{a2} ,
 O, and $S(O)_p$, and substituted with 0-3 R^{c1} ;

30

R^c , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br,

$=O$, NR^aRa^1 , CF_3 , $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a1$,
 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rNR^aC(O)Ra^1$,
 $(CR^aRa^1)_rS(O)_pRa^3$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2Ra^3$;
 C_{3-6} carbocycle substituted with 0-2 R^{c1} ; and
 5 5-6 membered heterocycle comprising carbon atoms and
 1-4 heteroatoms selected from the group consisting of
 N, O, and $S(O)_p$, and substituted with 0-2 R^{c1} ;

alternatively, when two R^c groups are attached to the same
 10 carbon atom, they form a spiro ring C that is a 3-8
 membered carbocycle or heterocycle substituted with
 0-2 R^{c1} and comprising: carbon atoms, 0-4 ring
 heteroatoms selected from O, N, and $S(O)_p$, and 0-2
 double bonds, provided that ring C contains other than
 15 a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent
 carbon atoms, together with the carbon atoms to which
 they are attached they form a 5-6 membered carbocyclic
 20 or heterocyclic ring D substituted with 0-2 R^{c1} and
 consisting of carbon atoms, 0-2 heteroatoms selected
 from the group consisting of N, O, and $S(O)_p$, and 0-3
 double bonds;

25 R^{c1} , at each occurrence, is independently selected from H,
 C_{1-4} alkyl, OR^a , Cl, F, Br, I, $=O$, CF_3 , $-CN$, NO_2 ,
 $C(O)OR^a$, and $C(O)NR^aRa^1$;

R^d , at each occurrence, is independently selected from C_{1-6}
 30 alkyl substituted with 0-2 R^e , C_{2-6} alkenyl, C_{2-6}
 alkynyl, OR^a , Cl, F, Br, $=O$, $-CN$, NO_2 , NR^aRa^1 , $C(O)Ra^1$,
 $C(O)OR^a$, $C(O)NR^aRa^1$, $S(O)_2NR^aRa^1$, $NR^aS(O)_2Ra^3$, $S(O)_pRa^3$,

CF₃, (CH₂)_r-C₃₋₆ carbocycle substituted with 0-2 R^e,
and a 5-6 membered heterocycle comprising carbon atoms
and 1-4 heteroatoms selected from the group consisting
of N, O, and S(O)_p; and

5

R^e, at each occurrence, is independently selected from H,
C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂,
C(O)OR^a, and C(O)NR^aR^a.

10

4. A compound according to Claim 3, wherein;

W is (CH₂)_m or C₂₋₃ alkenylene;

15 Z is selected from:

a C₄₋₈ cycloalkyl substituted with 0-3 R^b;

a C₄₋₈ cycloalkenyl substituted with 0-3 R^b;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

20

a 5-10 membered heterocycle substituted with 0-3 R^b

and selected from the group: furanyl,

tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl,

isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl,

thiophenyl, triazinyl, pyridyl, pyrimidinyl,

25

piperazinyl, piperidinyl, pyranyl, pyrazinyl,

pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl,

indolyl, indolinyl, benzimidazolyl, benzothiazinyl,

benzofuranyl, benzothiophenyl, benzoxazolyl,

benzthiazolyl, benztriazolyl, benzisoxazolyl,

30

benzisothiazolyl, quinolinyl, tetrahydroquinolinyl,

isoquinolinyl, tetrahydro-isoquinolinyl, indazolyl,

isobenzofuranyl, isoindazolyl, isoindolinyl,

isoindolyl, isoquinolinyl, methylenedioxyphenyl,

quinazolinyl, thiadiazinyl, and 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

Z^a is selected from:

5 phenyl substituted with 0-3 R^c;
 naphthyl substituted with 0-3 R^c; and a 5-10 membered
 heterocycle substituted with 0-3 R^c and selected from
 the group: furanyl, tetrahydrofuranyl, thiazolyl,
 oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-
 10 dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl,
 pyrimidinyl, piperazinyl, piperidinyl, pyranyl,
 pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl,
 pyrrolinyl, indolyl, indolinyl, benzimidazolyl,
 benzothiazinyl, benzofuranyl, benzothiophenyl,
 15 benzoxazolyl, benzthiazolyl, benztriazolyl,
 benzisoxazolyl, benzisothiazolyl, quinolinyl,
 tetrahydroquinolinyl, isoquinolinyl, tetrahydro-
 isoquinolinyl, indazolyl, isobenzofuranyl,
 isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,
 20 methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
 25 group;

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
 (CR^aRA¹)_{r1}OR^{a1}, (CR^aRA¹)_{r1}NR^a(CR^aRA¹)_r-Q,
 (CR^aRA¹)_{r1}C(O)(CR^aRA¹)_r-Q, (CR^aRA¹)_{r1}C(O)OR^{a1},
 30 (CR^aRA¹)_{r1}C(O)NR^aRA¹, (CR^aRA¹)_{r1}NR^aC(O)(CR^aRA¹)_r-Q,
 (CR^aRA¹)_{r1}NR^aC(O)OR^{a1}, (CR^aRA¹)_{r1}S(O)_p(CR^aRA¹)_r-Q, and
 (CR^aRA¹)_{r1}SO₂NR^aRA¹;

Q, at each occurrence, is independently selected from H, a
 C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 5 O, and S(O)_p, and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H
 and C₁₋₆ alkyl;

10 R^{a1}, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
 and 4-pyridinyl;

R^{a3}, at each occurrence, is independently selected from H,
 15 C₁₋₆ alkyl, phenyl, and benzyl;

R^b, at each occurrence, is independently selected from C₁₋₄
 alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, C(O)R^a, C(O)OR^a,
 C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a3}, and CF₃;

20

R^c, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br,
 =O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
 (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rNR^aC(O)R^{a1},
 25 (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_rNR^aSO₂R^{a3};
 C₃₋₆ carbocycle substituted with 0-2 R^{c1}; and
 5-6 membered heterocycle comprising carbon atoms and
 1-4 heteroatoms selected from the group consisting of
 N, O, and S(O)_p, and substituted with 0-2 R^{c1}; and

30

R^d, at each occurrence, is independently selected from C₁₋₆
 alkyl substituted with 0-1 R^e, C₂₋₆ alkenyl, C₂₋₆

alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a,
C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, and
(CH₂)_r-phenyl substituted with 0-2 R^e.

5

5. A compound according to Claim 4, wherein;

X is absent or is methylene;

10 Y is absent or is O;

Z is selected from:

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

15 thiophenyl substituted with 0-2 R^b;

oxazolyl substituted with 0-1 R^b;

isoxazolyl substituted with 0-1 R^b; and

thiazolyl substituted with 0-1 R^b;

20 U^a is absent or is O;

X^a is selected from CH₂ and CH₂CH₂;

Y^a is absent or is O;

25

Z^a is selected from:

phenyl substituted with 0-3 R^c;

pyridyl substituted with 0-3 R^c;

indolyl substituted with 0-3 R^c;

30 quinolinyl substituted with 0-3 R^c;

benzimidazolyl substituted with 0-3 R^c; and

1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl

substituted with 0-3 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

5

R¹ is selected from C₁₋₆ alkylene-Q, (CR^aR^a1)_rOR^a1,
 (CR^aR^a1)_r1NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_r1C(O)NR^a(CR^aR^a1)_r-Q,
 (CR^aR^a1)_r1C(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_r1C(O)OR^a1,
 (CR^aR^a1)_r1C(O)NR^aR^a1, (CR^aR^a1)_r1NR^aC(O)(CR^aR^a1)_r-Q,
 10 (CR^aR^a1)_rNR^aC(O)OR^a1, (CR^aR^a1)_r1S(O)_p(CR^aR^a1)_s-Q,
 (CR^aR^a1)_r1SO₂NR^aR^a1,
 a C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 15 O, and S(O)_p and substituted with 0-3 R^d;

R² is selected from Q¹, C₁₋₆ alkylene-Q¹, C(O)NR^aR^a1,
 C(O)(CR^aR^a1)_r-Q¹, C(O)OR^a1, and S(O)_p(CR^aR^a1)_r-Q¹;

20 Q¹, at each occurrence, is independently selected from H, a
 cyclopropyl substituted with 0-1 R^d, cyclopentyl
 substituted with 0-1 R^d, cyclohexyl substituted with
 0-1 R^d, phenyl substituted with 0-2 R^d, and a
 heteroaryl substituted with 0-3 R^d, wherein the
 25 heteroaryl is selected from pyridyl, quinolinyl,
 thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R³ is selected from Q, C₁₋₆ alkylene-Q, (CR^aR^a1)_rOR^a1,
 (CR^aR^a1)_r1NR^a(CR^aR^a1)_r-Q, (CR^aR^a1)_r1C(O)(CR^aR^a1)_r-Q,
 30 (CR^aR^a1)_r1C(O)OR^a1, (CR^aR^a1)_r1C(O)NR^aR^a1,
 (CR^aR^a1)_r1NR^aC(O)(CR^aR^a1)_r-Q, (CR^aR^a1)_r1NR^aC(O)OR^a1,
 (CR^aR^a1)_r1S(O)_p(CR^aR^a1)_s-Q, and (CR^aR^a1)_r1SO₂NR^aR^a1;

R⁴ is selected from H and C₁₋₄ alkyl;

R⁵ is selected from H and C₁₋₄ alkyl; and

5

R^c, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},
 10 (CR^aR^{a1})_rSO₂NR^aR^{a1}, and phenyl.

6. A compound according to Claim 5, wherein;

15 R¹ is selected from C₁₋₆ alkylene-Q, NR^a(CR^aR^{a1})_r-Q, C(O)(CR^aR^{a1})_r-Q, C(O)OR^{a1}, C(O)NR^aR^{a1}, NR^aC(O)(CR^aR^{a1})_r-Q, NR^aC(O)OR^{a1}, S(O)_p(CR^aR^{a1})_r-Q, SO₂NR^aR^{a1}, cyclopropyl substituted with 0-1 R^d,
 20 cyclopentyl substituted with 0-1 R^d, cyclohexyl substituted with 0-1 R^d, phenyl substituted with 0-2 R^d, and a heterocycle substituted with 0-3 R^d, wherein the heterocycle is selected from pyridyl, quinolinyl, thiazolyl, furanyl,
 25 imidazolyl, isoxazolyl, piperindinyl, and piperazinyl;

R³ is selected from Q, C₁₋₆ alkylene-Q, C(O)(CR^aR^{a1})_r-Q, C(O)OR^{a1}, C(O)NR^aR^{a1}, C(O)NR^a(CR^aR^{a1})_r-Q, and S(O)_p(CR^aR^{a1})_r-Q;

30

Q, at each occurrence, is independently selected from H, cyclopropyl substituted with 0-1 R^d,

cyclopentyl substituted with 0-1 R^d,
 cyclohexyl substituted with 0-1 R^d,
 phenyl substituted with 0-2 R^d, and a heteroaryl
 substituted with 0-3 R^d, wherein the heteroaryl is
 5 selected from pyridyl, quinolinyl, thiazolyl, furanyl,
 imidazolyl, and isoxazolyl;

R⁴ is selected from H, methyl, and ethyl;

10 R⁵ is selected from H, methyl, and ethyl;

R^c, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br,
 =O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
 15 (CR^aR^{a1})_rC(O)NR^aR^{a1}, and (CR^aR^{a1})_rS(O)_pR^{a3}; and

r, at each occurrence, is selected from 0, 1, 2, and 3.

20 7. A compound according to Claim 1, wherein the compound is
 selected from the group:

5-methyl-5-(3-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}-3-
 oxopropyl)-2,4,6(1H,3H,5H)-pyrimidinetrione;

25

4-[(2-methyl-4-quinolinyl)methoxy]-N-[(5-methyl-2,4,6-
 trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

30

4-[(1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-
 yl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-
 pyrimidinyl)methyl]benzamide;

4-[(2-methyl-4-quinolinyl)methyl]-N-[(5-methyl-2,4,6-
 trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

4-[(2-isopropyl-1H-benzimidazol-1-yl)methyl]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

5 N-{4-[(2-methyl-4-quinolinyl)methoxy]phenyl}-2-(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)acetamide;

tert-butyl 4-{5-[(4-[(2-methyl-4-quinolinyl)methoxy]benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}-1-piperazinecarboxylate;

10

4-[(2-methyl-4-quinolinyl)methoxy]-N-{[2,4,6-trioxo-5-(1-piperazinyl)hexahydro-5-pyrimidinyl]methyl}benzamide;

15

N-{[5-(4-methyl-1-piperazinyl)-2,4,6-trioxohexahydro-5-pyrimidinyl]methyl}-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

20 4-[(2-methyl-4-quinolinyl)methoxy]-N-({2,4,6-trioxo-5-[4-(2-propynyl)-1-piperazinyl]hexahydro-5-pyrimidinyl}methyl)benzamide;

4-[(2-methyl-4-quinolinyl)methoxy]-N-({5-[4-(methylsulfonyl)-1-piperazinyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}methyl)benzamide;

25

tert-butyl 5-[(4-[(2-methyl-4-quinolinyl)methoxy]benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinylcarbamate;

30

N-[(5-methyl-2,4-dioxohexahydro-5-pyrimidinyl)methyl]-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

2- (5-methyl-2,4-dioxohexahydro-5-pyrimidinyl) -N- {4- [(2-methyl-4-quinolinyl)methoxy]phenyl}acetamide;

5 N- [(5-ethyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl] -4- [(2-methyl-4-quinolinyl)methoxy]benzamide;

10 N- { [5- (4-benzyl-1-piperazinyl) -2,4,6-trioxohexahydro-5-pyrimidinyl]methyl} -4- [(2-methyl-4-quinolinyl)methoxy]benzamide;

N- [(5-isopropyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl] -4- [(2-methyl-4-quinolinyl)methoxy]benzamide;

15 6- [(2-methyl-4-quinolinyl)methoxy] -N- [(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl] -2-naphthamide;

20 N- { [5- (4-isopropyl-1-piperazinyl) -2,4,6-trioxohexahydro-5-pyrimidinyl]methyl} -4- [(2-methyl-4-quinolinyl)methoxy]benzamide;

25 N- { [5- (4-acetyl-1-piperazinyl) -2,4,6-trioxohexahydro-5-pyrimidinyl]methyl} -4- [(2-methyl-4-quinolinyl)methoxy]benzamide;

4- [(2-methyl-4-quinolinyl)methoxy] -N- ({2,4,6-trioxo-5- [4- (3-pyridinylcarbonyl) -1-piperazinyl]hexahydro-5-pyrimidinyl}methyl)benzamide;

30 N- [(5-benzyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl] -4- [(2-methyl-4-quinolinyl)methoxy]benzamide;

3- (2-methyl-4-quinolinyl) -N- [(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl]benzamide;

tert-butyl 4-{5-[(4-{(2-methyl-4-quinolinyl)methoxy}benzoyl)amino)methyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}-1-piperidinecarboxylate;

4-[(2-methyl-4-quinolinyl)methoxy]-N-{[2,4,6-trioxo-5-(4-piperidinyl)hexahydro-5-pyrimidinyl]methyl}benzamide;

10 N-({5-[1-(2,2-dimethylpropanoyl)-4-piperidinyl]-2,4,6-trioxohexahydro-5-pyrimidinyl}methyl)-4-[(2-methyl-4-quinolinyl)methoxy]benzamide;

15 N-(5-methyl-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl)-4-phenoxy-benzamide;

biphenyl-4-carboxylic acid [(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)methyl] amide;

20 4-[(2-methyl-4-quinolinyl)methoxy]-N-[(5-methyl-2,4,6-trioxohexahydro-5-pyrimidinyl)-(4-pyridinyl)methyl]benzamide;

25 4-(2-methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(4-pyridin-3-ylmethyl-piperazin-1-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide;

30 N-[5-(1-methyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

N-[5-(1-isopropyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

4-(2-methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(1-prop-2-ynyl-piperidin-4-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide;

5

N-[5-(1-methanesulfonyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

10

4-(2-methyl-quinolin-4-ylmethoxy)-N-[2,4,6-trioxo-5-(1-pyridin-3-ylmethyl-piperidin-4-yl)-hexahydro-pyrimidin-5-ylmethyl]-benzamide;

15

4-(2-methyl-quinolin-4-ylmethoxy)-N-{2,4,6-trioxo-5-[1-(tetrahydro-pyran-4-yl)-piperidin-4-yl]-hexahydro-pyrimidin-5-ylmethyl}-benzamide;

20

N-[5-(1-acetyl-piperidin-4-yl)-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

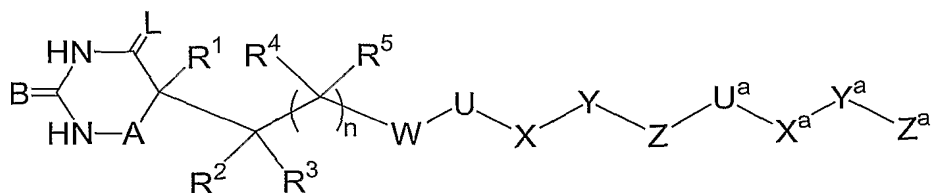
25

N-{5-[1-(2,2-dimethyl-propionyl)-piperidin-4-yl]-2,4,6-trioxo-hexahydro-pyrimidin-5-ylmethyl}-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide; and

30

or a pharmaceutically acceptable salt form thereof.

8. A compound of formula I:



I

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

5

A is C(=O), C(=S) or CH₂;

B is O or S;

10

L is O or S;

W is selected from (CR^aR^{a1})_m, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

15

U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p, and NR^{a1}SO₂NR^{a1};

20

X is absent or is selected from C₁₋₃ alkylene, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

Y is absent or is selected from O, NR^{a1}, S(O)_p and C(O);

25

Z is absent or is selected from:

a C₃₋₁₃ carbocycle substituted with 0-5 R^b; and

a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^b;

30

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1},
NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p,
and NR^{a1}SO₂NR^{a1};

5

X^a is absent or is selected from C₁₋₁₀ alkylene, C₂₋₁₀
alkenylene, and C₂₋₁₀ alkynylene;

Y^a is absent or is selected from O, NR^{a1}, S(O)_p, and C(O);

10

Z^a is selected from H, a C₃₋₁₃ carbocycle substituted with
0-5 R^c, and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the
group consisting of N, O, and S(O)_p, and substituted
with 0-5 R^c;

15

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

20

provided that when Z is absent, Z^a is other than H;

R¹ and R², together with the carbon atoms to which they are
attached, combine to form a 3-8 membered carbocyclic
or heterocyclic ring comprising carbon atoms, 0-2 ring
heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
2 double bonds, and substituted with 0-3 R^c; and the
carbocyclic or heterocyclic ring is optionally fused
to a 5-6 membered carbocycle substituted with 0-3 R^c or
a 5-6 membered heterocycle consisting of carbon atoms
and 1-3 heteroatoms selected from the group consisting
of N, O, and S(O)_p, and substituted with 0-3 R^c;

25
30

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}OC(O)(CR^aRa^1)_r-Q$,
5 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}OC(O)OR^a1$,
 $(CR^aRa^1)_{r1}OC(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}NR^aC(O)NR^aRa^1$, $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}SO_2NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aSO_2(CR^aRa^1)_r-Q$, and
10 $(CR^aRa^1)_{r1}NR^aSO_2NR^aRa^1$;

Q, at each occurrence, is independently selected from H,
 CHF_2 , CH_2F , CF_3 , a C_{3-13} carbocycle substituted with
0-5 R^d , and a 5-14 membered heterocycle comprising
15 carbon atoms and 1-4 heteroatoms selected from the
group consisting of N, O, and $S(O)_p$, and substituted
with 0-5 R^d ;

R^4 is selected from H, C_{1-6} alkyl substituted with 0-1 R^b ,
20 C_{2-6} alkenyl substituted with 0-1 R^b , and C_{2-6} alkynyl
substituted with 0-1 R^b ;

R^5 is selected from H, C_{1-6} alkyl substituted with 0-1 R^b ,
 C_{2-6} alkenyl substituted with 0-1 R^b , and C_{2-6} alkynyl
25 substituted with 0-1 R^b ;

n is 0 or 1;

alternatively, when n is 1, R^4 and R^5 , together with the
30 carbon atom to which they are attached, combine to
form a 3-8 membered carbocyclic or heterocyclic ring
comprising carbon atoms, 0-2 ring heteroatoms selected

from O, N, NRC , and S(O)_p , and 0-2 double bonds, and substituted with 0-3 R^c ; and the carbocyclic or heterocyclic ring is optionally fused to a 5-6 membered carbocycle substituted with 0-3 R^c or a 5-6 membered heterocycle consisting of carbon atoms and 1-3 heteroatoms selected from the group consisting of N, O, and S(O)_p , and substituted with 0-3 R^c ;

R^{10} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-2 R^{c1} , C_{2-6} alkenyl substituted with 0-2 R^{c1} , C_{2-6} alkynyl substituted with 0-2 R^{c1} , $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)NR}^a\text{OH}$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)ORa}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(S)ORa}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(O)NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{C(O)Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{C(S)NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{OC(O)NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{C(O)ORa}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{C(O)NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{S(O)}_p\text{Ra}^3$, $(\text{CR}^a\text{Ra}1)_r\text{SO}_2\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{SO}_2\text{Ra}^3$, $(\text{CR}^a\text{Ra}1)_s\text{NR}^a\text{SO}_2\text{NR}^a\text{Ra}1$, $(\text{CR}^a\text{Ra}1)_r\text{-C}_{3-10}$ carbocycle substituted with 0-2 R^{c1} , and $(\text{CR}^a\text{Ra}1)_r\text{-5-14}$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p , and substituted with 0-2 R^{c1} ;

R^a , at each occurrence, is independently selected from H, C_{1-6} alkyl, phenyl, and benzyl;

$\text{Ra}1$, at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-1 R^e , C_{2-6} alkenyl substituted with 0-1 R^e , C_{2-6} alkynyl substituted with 0-1 R^e , and $-(\text{CH}_2)_r\text{-3-8}$ membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring

heteroatoms selected from N, NR^{a2} , O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-3 R^{e} ;

alternatively, R^{a} and R^{a1} , when attached to a nitrogen, are taken together with the nitrogen to which they are attached, form a 5 or 6 membered heterocycle comprising carbon atoms and 0-1 additional heteroatoms selected from N, NR^{a2} , O, and $\text{S}(\text{O})_{\text{p}}$;

R^{a2} , at each occurrence, is independently selected from C_{1-4} alkyl, phenyl, and benzyl;

R^{a3} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with 0-1 R^{c1} , and $-(\text{CH}_2)_{\text{r}-3-8}$ membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $\text{S}(\text{O})_{\text{p}}$, and substituted with 0-3 R^{c1} ;

R^{b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-1 R^{c1} , OR^{a} , SR^{a} , Cl, F, Br, I, =O, -CN, NO_2 , $\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{C}(\text{O})\text{R}^{\text{a}}$, $\text{C}(\text{O})\text{OR}^{\text{a}}$, $\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{C}(\text{S})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{NR}^{\text{a}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{OC}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{NR}^{\text{a}}\text{C}(\text{O})\text{OR}^{\text{a}}$, $\text{S}(\text{O})_2\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{NR}^{\text{a}}\text{S}(\text{O})_2\text{R}^{\text{a3}}$, $\text{NR}^{\text{a}}\text{S}(\text{O})_2\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{OS}(\text{O})_2\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $\text{NR}^{\text{a}}\text{S}(\text{O})_2\text{R}^{\text{a3}}$, $\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a3}}$, CF_3 , CF_2CF_3 , CHF_2 , CH_2F , and phenyl;

R^{c} , at each occurrence, is independently selected from H, OR^{a} , Cl, F, Br, I, =O, -CN, NO_2 , CF_3 , CF_2CF_3 , CH_2F , CHF_2 , $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(=\text{NCN})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(=\text{NRA})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a1}})_{\text{r}}\text{C}(=\text{NORA})\text{NR}^{\text{a}}\text{R}^{\text{a1}}$,

$(CR^aRa^1)_rC(O)NR^aOH$, $(CR^aRa^1)_rC(O)Ra^1$,
 $(CR^aRa^1)_rC(O)ORa^1$, $(CR^aRa^1)_rC(S)ORa^1$,
 $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_rNR^aC(O)Ra^1$,
 $(CR^aRa^1)_rC(S)NR^aRa^1$, $(CR^aRa^1)_rOC(O)NR^aRa^1$,
5 $(CR^aRa^1)_rNR^aC(O)ORa^1$, $(CR^aRa^1)_rNR^aC(O)NR^aRa^1$,
 $(CR^aRa^1)_rS(O)_pRa^3$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2Ra^3$,
 $(CR^aRa^1)_rNR^aSO_2NR^aRa^1$;

C_{1-6} alkyl substituted with 0-2 R^{c1} ;

C_{2-6} alkenyl substituted with 0-2 R^{c1} ;

10 C_{2-6} alkynyl substituted with 0-2 R^{c1} ;

$(CR^aRa^1)_r-C_{3-10}$ carbocycle substituted with 0-2 R^{c1} ; and

$(CR^aRa^1)_r-5-14$ membered heterocycle comprising carbon
atoms and 1-4 heteroatoms selected from the group
consisting of N, O, and $S(O)_p$, and substituted with 0-
15 2 R^{c1} ;

alternatively, when two R^c groups are attached to the same
carbon atom, they form a spiro ring C that is a 3-11
membered carbocycle or heterocycle substituted with 0-
20 2 R^{c1} and comprising: carbon atoms, 0-4 ring
heteroatoms selected from O, N, and $S(O)_p$, and 0-2
double bonds, provided that ring C contains other than
a S-S, O-O, or S-O bond;

25 alternatively, when two R^c groups are attached to adjacent
carbon atoms, together with the carbon atoms to which
they are attached they form a 5-7 membered carbocyclic
or heterocyclic ring D substituted with 0-2 R^{c1} and
consisting of carbon atoms, 0-2 heteroatoms selected
30 from the group consisting of N, O, and $S(O)_p$, and 0-3
double bonds;

R^{c1} , at each occurrence, is independently selected from H, C_{1-6} alkyl, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^aR^{a1} , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^{a1}$,
 5 $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3 , OCF_3 , CF_2CF_3 , CH_2F , and CHF_2 ;

R^d , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^e , C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^aR^{a1} ,
 10 $C(O)R^{a1}$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $C(S)NR^aR^{a1}$, $R^aNC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , $(CH_2)_r-C_{3-10}$ carbocycle substituted with 0-2 R^e ,
 15 and a $(CH_2)_r-5-14$ membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-2 R^e ;

20 R^e , at each occurrence, is independently selected from H, C_{1-6} alkyl, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^aR^a , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^a$, $R^aNC(O)NR^aR^a$, $OC(O)NR^aR^a$, $R^aNC(O)OR^a$, $S(O)_2NR^aR^a$, $NR^aS(O)_2R^{a2}$, $NR^aS(O)_2NR^aR^a$, $OS(O)_2NR^aR^a$, $NR^aS(O)_2R^{a2}$, $S(O)_pR^{a2}$, CF_3 , OCF_3 , CF_2CF_3 ,
 25 CH_2F , and CHF_2 ;

m , at each occurrence, is selected from 0, 1, 2 and 3;

p , at each occurrence, is selected from 0, 1, and 2;

30

r , at each occurrence, is selected from 0, 1, 2, 3, and 4;

r¹, at each occurrence, is selected from 0, 1, 2, 3, and 4;

s, at each occurrence, is selected from 2, 3, and 4; and

- 5 provided that when A is C(=O), B is O, L is O, and R¹ and R², together with the carbon atoms to which they are attached, combine to form 1,1-cyclopropyl,
- (i) Z is absent, then Z^a is other than phenyl;
- (ii) Z is phenylene, then Z^a is other than H.

10

9. A compound according to Claim 8, wherein;

W is (CHR^a)_m or C₂₋₃ alkenylene;

15

U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

20 X is absent or C₁₋₃ alkylene;

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

25

X^a is absent or is selected from C₁₋₄ alkylene, C₂₋₄ alkenylene, and C₂₋₄ alkynylene;

Y^a is absent or is selected from O and NR^{a1};

30

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

R^1 and R^2 , together with the carbon atoms to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR^{10} , and $S(O)_p$, and 0-2 double bonds, and substituted with 0-3 R^c ;

R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q, C_{2-6} alkynylene-Q, $(CR^{aRa1})_{r1}OR^{a1}$,
 $(CR^{aRa1})_{r1}NR^a(CR^{aRa1})_r-Q$, $(CR^{aRa1})_{r1}C(O)(CR^{aRa1})_r-Q$,
 $(CR^{aRa1})_{r1}C(O)OR^{a1}$, $(CR^{aRa1})_{r1}C(O)NR^{aRa1}$,
 $(CR^{aRa1})_{r1}C(O)NR^a(CR^{aRa1})_r-Q$,
 $(CR^{aRa1})_{r1}NR^aC(O)(CR^{aRa1})_r-Q$, $(CR^{aRa1})_{r1}NR^aC(O)OR^{a1}$,
 $(CR^{aRa1})_{r1}S(O)_p(CR^{aRa1})_r-Q$, $(CR^{aRa1})_{r1}SO_2NR^{aRa1}$, and
 $(CR^{aRa1})_{r1}NR^aSO_2(CR^{aRa1})_r-Q$;

Q, at each occurrence, is independently selected from H, CF_3 , a C_{3-13} carbocycle substituted with 0-5 R^d , and a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and substituted with 0-5 R^d ;

R^4 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl;

R^5 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl;

n is 0 or 1;

alternatively, when n is 1, R^4 and R^5 , together with the carbon atom to which they are attached, combine to

form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-3 R^C;

5

R¹⁰, at each occurrence, is independently selected from H, C₁₋₆ alkyl substituted with 0-2 R^{C1}, C₂₋₆ alkenyl substituted with 0-2 R^{C1}, C₂₋₆ alkynyl substituted with 0-2 R^{C1}, (CR^aR^{a1})_sNR^aR^{a1}, (CR^aR^{a1})_rC(O)R^{a1},
 10 (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_sNR^aC(O)R^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_sNR^aSO₂R^{a3}, (CR^aR^{a1})_r-C₃₋₁₀ carbocycle substituted with 0-2 R^{C1}, and (CR^aR^{a1})_r-5-14 membered heterocycle consisting of carbon atoms and
 15 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{C1};

R^C, at each occurrence, is independently selected from H, OR^a, Cl, F, Br, =O, -CN, NO₂, NR^aR^{a1}, CF₃,

20

(CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1}, (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rNR^aC(O)R^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_rNR^aSO₂R^{a3};

C₁₋₆ alkyl substituted with 0-1 R^{C1};

C₂₋₆ alkenyl substituted with 0-1 R^{C1};

25

C₂₋₆ alkynyl substituted with 0-1 R^{C1};

(CH₂)_r-C₃₋₆ carbocycle substituted with 0-2 R^{C1}; and

(CH₂)_r-5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-2 R^{C1};

30

alternatively, when two R^C groups are attached to the same carbon atom, they form a spiro ring C that is a 3-8

membered carbocycle or heterocycle substituted with 0-
2 R^{c1} and comprising: carbon atoms, 0-4 ring
heteroatoms selected from O, N, and S(O)_p, and 0-2
double bonds, provided that ring C contains other than
5 a S-S, O-O, or S-O bond; and

alternatively, when two R^c groups are attached to adjacent
carbon atoms, together with the carbon atoms to which
they are attached, form a 5-7 membered carbocyclic or
10 heterocyclic ring D substituted with 0-2 R^{c1} and
consisting of carbon atoms, 0-2 heteroatoms selected
from the group consisting of N, O, and S(O)_p, and 0-3
double bonds.

15

10. A compound according to Claim 9, wherein;

A is C(=O) or CH₂;

20 B is O;

L is O;

U is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
25 NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

X is absent, methylene or ethylene;

Z is absent or is selected from:

30 a C₃₋₈ cycloalkyl substituted with 0-5 R^b;
a C₃₋₈ cycloalkenyl substituted with 0-5 R^b;
phenyl substituted with 0-5 R^b;
naphthyl substituted with 0-5 R^b; and

a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^b;

5 U^a is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

Z^a is selected from H, a C₅₋₁₀ carbocycle substituted with 0-5 R^c, and a 5-14 membered heterocycle comprising
10 carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-5 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
15 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p group;

provided that when Z is absent, Z^a is other than H;

20 R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q, C₂₋₆ alkynylene-Q, (CR^aR^{a1})_{r1}OR^{a1}, (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1},
25 (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q, and (CR^aR^{a1})_{r1}SO₂NR^aR^{a1};

Q, at each occurrence, is independently selected from H, a C₃₋₁₀ carbocycle substituted with 0-3 R^d, and a 5-14 membered heterocycle comprising carbon atoms and 1-4
30 heteroatoms selected from the group consisting of N, O, and S(O)_p, and substituted with 0-3 R^d;

R⁴ is selected from H and C₁₋₆ alkyl;

R⁵ is selected from H and C₁₋₆ alkyl;

5 R¹⁰, at each occurrence, is independently selected from H,
C₁₋₆ alkyl substituted with 0-1 R^{c1}, C₂₋₆ alkenyl
substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with
0-1 R^{c1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
(CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},
10 (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_r-C₃₋₆ carbocycle substituted
with 0-2 R^{c1}, and (CR^aR^{a1})_r-5-10 membered heterocycle
consisting of carbon atoms and 1-4 heteroatoms
selected from the group consisting of N, O, and S(O)_p,
and substituted with 0-2 R^{c1};

15

R^a, at each occurrence, is independently selected from H
and C₁₋₆ alkyl;

R^{a1}, at each occurrence, is independently selected from H,
20 C₁₋₆ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
and 4-pyridinyl;

alternatively, R^a and R^{a1}, when attached to a nitrogen, are
taken together with the nitrogen to which they are
25 attached, form a 5 or 6 membered heterocycle
comprising carbon atoms and 0-1 additional heteroatoms
selected from N, NR^{a2}, O, and S(O)_p;

R^{a3}, at each occurrence, is independently selected from H,
30 C₁₋₆ alkyl, C₂₋₆ alkenyl, and -(CH₂)_r-3-8 membered
carbocyclic or heterocyclic ring comprising carbon

atoms and 0-2 ring heteroatoms selected from N, $\text{NR}^{\text{a}2}$, O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-3 $\text{R}^{\text{c}1}$;

R^{c} , at each occurrence, is independently selected from H,
 5 C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^{a} , Cl, F, Br, =O, $\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, CF_3 , $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{R}^{\text{a}1}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a}1}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{C}(\text{O})\text{R}^{\text{a}1}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a}3}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{SO}_2\text{NR}^{\text{a}}\text{R}^{\text{a}1}$, $(\text{CR}^{\text{a}}\text{R}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}}\text{SO}_2\text{R}^{\text{a}3}$; C_{3-6} carbocycle substituted with 0-2 $\text{R}^{\text{c}1}$; and
 10 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-2 $\text{R}^{\text{c}1}$;

alternatively, when two R^{c} groups are attached to the same
 15 carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 $\text{R}^{\text{c}1}$ and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and $\text{S}(\text{O})_{\text{p}}$, and 0-2 double bonds, provided that ring C contains other than
 20 a S-S, O-O, or S-O bond;

alternatively, when two R^{c} groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 $\text{R}^{\text{c}1}$ and
 25 consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$, and 0-3 double bonds;

30 $\text{R}^{\text{c}1}$, at each occurrence, is independently selected from H, C_{1-4} alkyl, OR^{a} , Cl, F, Br, I, =O, CF_3 , -CN, NO_2 , $\text{C}(\text{O})\text{OR}^{\text{a}}$, and $\text{C}(\text{O})\text{NR}^{\text{a}}\text{R}^{\text{a}1}$;

R^d , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^e , C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, -CN, NO_2 , NR^aR^{a1} , $C(O)R^{a1}$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , $(CH_2)_r-C_{3-6}$ carbocycle substituted with 0-2 R^e , and a 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$; and

R^e , at each occurrence, is independently selected from H, C_{1-4} alkyl, OR^a , Cl, F, Br, I, =O, CF_3 , -CN, NO_2 , $C(O)OR^a$, and $C(O)NR^aR^a$.

11. A compound according to Claim 10, wherein;

W is $(CH_2)_m$ or C_{2-3} alkenylene;

Z is absent or selected from:

a C_{4-8} cycloalkyl substituted with 0-3 R^b ;
a C_{4-8} cycloalkenyl substituted with 0-3 R^b ;
phenyl substituted with 0-3 R^b ;
naphthyl substituted with 0-3 R^b ;
a 5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-3 R^b ; and said 5-10 membered heterocycle is selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl, indolyl, indolinyl, benzimidazolyl,

benzothiazinyl, benzofuranyl, benzothiophenyl,
 benzoxazolyl, benzthiazolyl, benztriazolyl,
 benzisoxazolyl, benzisothiazolyl, quinolinyl,
 tetrahydroquinolinyl, isoquinolinyl, tetrahydro-
 5 isoquinolinyl, indazolyl, isobenzofuranyl,
 isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,
 methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

10 Z^a is selected from: H;

phenyl substituted with 0-3 R^c ;

naphthyl substituted with 0-3 R^c ; and a 5-10 membered
 heterocycle comprising carbon atoms and 1-4

heteroatoms selected from the group consisting of N,

15 O, and $S(O)_p$ and substituted with 0-3 R^c ; and said 5-10

membered heterocycle is selected from the group:

furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl,
 imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-
 isoxazolyl, thiophenyl, triazinyl, pyridyl,

20 pyrimidinyl, piperazinyl, piperidinyl, pyranlyl,
 pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl,
 pyrrolinyl, indolyl, indolinyl, benzimidazolyl,
 benzothiazinyl, benzofuranyl, benzothiophenyl,

benzoxazolyl, benzthiazolyl, benztriazolyl,
 25 benzisoxazolyl, benzisothiazolyl, quinolinyl,

tetrahydroquinolinyl, isoquinolinyl, tetrahydro-
 isoquinolinyl, indazolyl, isobenzofuranyl,
 isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,
 methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and

30 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

provided that U, Y, Z, U^a , Y^a , and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, $S(O)_p$ -O, O- $S(O)_p$ or $S(O)_p$ - $S(O)_p$
 group;

provided that when Z is absent, Z^a is other than H;

R¹ and R², together with the carbon atoms to which they are
 5 attached, combine to form a 4-7 membered carbocyclic
 or heterocyclic ring comprising carbon atoms, 0-2 ring
 heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
 2 double bonds, and substituted with 0-3 R^c;

10 R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
 (CR^aR^{a1})_{r1}OR^{a1}, (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q,
 (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)OR^{a1},
 (CR^aR^{a1})_{r1}C(O)NR^aR^{a1}, (CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q,
 (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1}, (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_r-Q, and
 15 (CR^aR^{a1})_{r1}SO₂NR^aR^{a1};

Q, at each occurrence, is independently selected from H, a
 C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 20 heteroatoms selected from the group consisting of N,
 O, and S(O)_p and substituted with 0-3 R^d;

R^a, at each occurrence, is independently selected from H
 and C₁₋₆ alkyl;

25

R^{a1}, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
 and 4-pyridinyl;

30 R^{a3}, at each occurrence, is independently selected from H,
 C₁₋₆ alkyl, phenyl, and benzyl;

R^b , at each occurrence, is independently selected from C_{1-4} alkyl, OR^a , Cl, F, =O, NR^aR^{a1} , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $S(O)_pR^{a3}$, and CF_3 ;

- 5 R^c , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, NR^aR^{a1} , CF_3 , $(CR^aR^{a1})_rC(O)R^{a1}$, $(CR^aR^{a1})_rC(O)OR^{a1}$, $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aC(O)R^{a1}$, $(CR^aR^{a1})_rS(O)_pR^{a3}$, $(CR^aR^{a1})_rSO_2NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aSO_2R^{a3}$;
- 10 C_{3-6} carbocycle substituted with 0-2 R^{c1} ; and 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^{c1} ; and
- 15 R^d , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-1 R^e , C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, NR^aR^{a1} , $C(O)R^{a1}$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , and $(CH_2)_r$ -phenyl substituted with 0-2 R^e .

20

12. A compound according to Claim 11, wherein;

X is absent or is methylene;

25

Y is absent or is O;

Z is absent or is selected from:

phenyl substituted with 0-3 R^b ;

30

naphthyl substituted with 0-3 R^b ;

thiophenyl substituted with 0-2 R^b ;

oxazolyl substituted with 0-1 R^b ;

isoxazolyl substituted with 0-1 R^b; and
 thiazolyl substituted with 0-1 R^b;

U^a is absent or is O;

5

Y^a is absent or is O;

Z^a is selected from: H;

phenyl substituted with 0-3 R^c;
 10 pyridyl substituted with 0-3 R^c;
 indolyl substituted with 0-3 R^c;
 quinoliny1 substituted with 0-3 R^c;
 benzimidazolyl substituted with 0-3 R^c; and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl
 15 substituted with 0-3 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
 group;

20

provided that when Z is absent, Z^a is other than H;

R¹ and R², together with the carbon atoms to which they are
 attached, combine to form a 5-6 membered carbocyclic
 25 or heterocyclic ring comprising carbon atoms, 0-2 ring
 heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
 2 double bonds, and substituted with 0-3 R^c;

R³ is selected from Q, C₁₋₆ alkylene-Q, (CR^aR^{a1})_{r1}OR^{a1},
 30 (CR^aR^{a1})_{r1}NR^a(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}C(O)(CR^aR^{a1})_r-Q,
 (CR^aR^{a1})_{r1}C(O)OR^{a1}, (CR^aR^{a1})_{r1}C(O)NR^aR^{a1},
 (CR^aR^{a1})_{r1}NR^aC(O)(CR^aR^{a1})_r-Q, (CR^aR^{a1})_{r1}NR^aC(O)OR^{a1},
 (CR^aR^{a1})_{r1}S(O)_p(CR^aR^{a1})_s-Q, and (CR^aR^{a1})_{r1}SO₂NR^aR^{a1};

R⁴ is selected from H and C₁₋₄ alkyl;

R⁵ is selected from H and C₁₋₄ alkyl;

5

n is 0 or 1;

R¹⁰, at each occurrence, is independently selected from H,

C₁₋₆ alkyl substituted with 0-1 R^{c1}, C₂₋₆ alkenyl

10

substituted with 0-1 R^{c1}, C₂₋₆ alkynyl substituted with

0-1 R^{c1}, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},

(CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},

(CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_r-C₃₋₆ carbocycle substituted

with 0-2 R^{c1}, and (CR^aR^{a1})_r-5-6 membered heterocycle

15

consisting of carbon atoms and 1-4 heteroatoms

selected from the group consisting of N, O, and S(O)_p

and substituted with 0-2 R^{c1}; and

R^c, at each occurrence, is independently selected from H,

20

C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br,

=O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},

(CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3},

(CR^aR^{a1})_rSO₂NR^aR^{a1}, and phenyl.

25

13. A compound according to Claim 12, wherein;

R³ is selected from Q, C₁₋₆ alkylene-Q, C(O)(CR^aR^{a1})_r-Q,

C(O)OR^{a1}, C(O)NR^aR^{a1}, C(O)NR^a(CR^aR^{a1})_r-Q, and

30

S(O)_p(CR^aR^{a1})_r-Q;

Q, at each occurrence, is independently selected from H,

cyclopropyl substituted with 0-1 R^d,
cyclopentyl substituted with 0-1 R^d,
cyclohexyl substituted with 0-1 R^d,
phenyl substituted with 0-2 R^d, and a heteroaryl
5 substituted with 0-3 R^d, wherein the heteroaryl is
selected from pyridyl, quinolinyl, thiazolyl, furanyl,
imidazolyl, and isoxazolyl;

R⁴ is selected from H, methyl, and ethyl;

R⁵ is selected from H, methyl, and ethyl;

R^{a2}, at each occurrence, is independently selected from H,
methyl, and ethyl;

R^c, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br,
=O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
(CR^aR^{a1})_rC(O)NR^aR^{a1}, and (CR^aR^{a1})_rS(O)_pR^{a3}; and

r, at each occurrence, is selected from 0, 1, 2, and 3.

14. A compound according to Claim 8, wherein the compound
is selected from the group:

4-[(2-methyl-4-quinolinyl)methoxy]-N-(1,3,5-trioxo-2,4-
diazaspiro[5.5]undec-7-yl)benzamide trifluoroacetate;

4-[(2-methyl-4-quinolinyl)methoxy]-N-(6,8,10-trioxo-7,9-
diazaspiro[4.5]dec-1-yl)benzamide trifluoroacetate;

4-[4-(2-methyl-quinolin-4-ylmethoxy)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid tert-butyl ester;

5 4-[4-(1,1-dioxo-2,3-dihydro-1H-1 λ ⁶-benzo[1,4]thiazin-4-ylmethyl)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid tert-butyl ester;

4-[4-(2-isopropyl-benzoimidazol-1-ylmethyl)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid tert-butyl ester;

10

4-[4-(2-methyl-quinolin-4-ylmethyl)-benzoylamino]-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]decane-2-carboxylic acid tert-butyl ester;

15

4-(2-methyl-quinolin-4-ylmethoxy)-N-(6,8,10-trioxo-2-oxa-7,9-diaza-spiro[4.5]dec-4-yl)-benzamide;

7-[4-(2-methyl-quinolin-4-ylmethoxy)-benzoylamino]-1,3,5-trioxo-2,4,9-triaza-spiro[5.5]undecane-9-carboxylic acid tert-butyl ester;

20

N-(2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

25

N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

30 N-[2-(2,2-dimethyl-propionyl)-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl]-4-(2-methyl-quinolin-4-ylmethoxy)-benzamide;

4-(2-methyl-quinolin-4-ylmethoxy)-N-[6,8,10-trioxo-2-(pyridine-3-carbonyl)-2,7,9-triaza-spiro[4.5]dec-4-yl]-benzamide;

5 N-(2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethyl)-benzamide;

N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-methyl-quinolin-4-ylmethyl)-
10 benzamide;

N-(2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-4-(2-isopropyl-benzoimidazol-1-ylmethyl)-benzamide;

15 4-(2-isopropyl-benzoimidazol-1-ylmethyl)-N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-benzamide;

N-(2-acetyl-6,8,10-trioxo-2,7,9-triaza-spiro[4.5]dec-4-yl)-
20 4-(1,1-dioxo-2,3-dihydro-1H-1 λ ⁶-benzo[1,4]thiazin-4-ylmethyl)-benzamide;

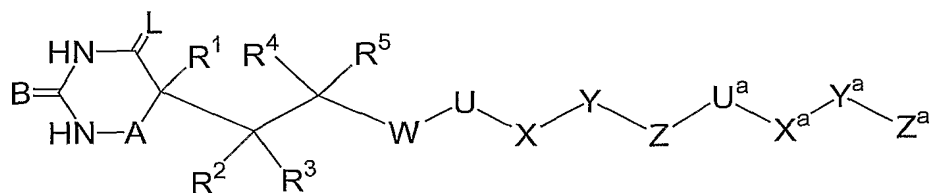
4-(1,1-Dioxo-2,3-dihydro-1H-1 λ ⁶-benzo[1,4]thiazin-4-ylmethyl)-N-(2-methanesulfonyl-6,8,10-trioxo-2,7,9-
25 triaza-spiro[4.5]dec-4-yl)-benzamide; and

1-(4-phenoxy)phenyl-5,7-diazaspiro[2.5]octane-4,6,8-trione;

or a pharmaceutically acceptable salt form thereof.

30

15. A compound of formula II:



II

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

5

A is C(=O), C(=S) or CH₂;

B is O or S;

10

L is O or S;

W is selected from (CR^aR^{a1})_m, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

15

U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1}, NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p, and NR^{a1}SO₂NR^{a1};

20

X is absent or is selected from C₁₋₃ alkylene, C₂₋₃ alkenylene, and C₂₋₃ alkynylene;

Y is absent or is selected from O, NR^{a1}, S(O)_p and C(O);

25

Z is absent or is selected from:
a C₃₋₁₃ carbocycle substituted with 0-5 R^b; and
a 5-14 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-5 R^b;

30

U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), OC(O)O, OC(O)NR^{a1},
NR^{a1}C(O)O, NR^{a1}C(O)NR^{a1}, S(O)_p, S(O)_pNR^{a1}, NR^{a1}S(O)_p,
and NR^{a1}SO₂NR^{a1};

5

X^a is absent or is selected from C₁₋₁₀ alkylene, C₂₋₁₀
alkenylene, and C₂₋₁₀ alkynylene;

Y^a is absent or is selected from O, NR^{a1}, S(O)_p, and C(O);

10

Z^a is selected from H, a C₃₋₁₃ carbocycle substituted with
0-5 R^c, and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the
group consisting of N, O, and S(O)_p and substituted
with 0-5 R^c;

15

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

20

provided that when Z is absent, Z^a is other than H;

R¹ and R⁴, together with the carbon atoms to which they are
attached, combine to form a 3-8 membered carbocyclic
or heterocyclic ring comprising carbon atoms, 0-2 ring
heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
2 double bonds, and substituted with 0-3 R^c; and the
carbocyclic or heterocyclic ring is optionally fused
to a 5-6 membered carbocycle substituted with 0-3 R^c or
a 5-6 membered heterocycle consisting of carbon atoms
and 1-3 heteroatoms selected from the group consisting
of N, O, and S(O)_p, and substituted with 0-3 R^c;

25
30

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q^1$,
5 $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q^1$,
 $(CR^aRa^1)_{r1}NR^aSO_2(CR^aRa^1)_r-Q^1$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

Q^1 , at each occurrence, is independently selected from H, a
10 C_{3-13} carbocycle substituted with 0-5 R^d , and a 5-14
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$ and substituted with 0-5 R^d ;

15 R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}OC(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q$,
20 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}OC(O)OR^a1$,
 $(CR^aRa^1)_{r1}OC(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}NR^aC(O)NR^aRa^1$, $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}SO_2NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aSO_2(CR^aRa^1)_r-Q$, and
 $(CR^aRa^1)_{r1}NR^aSO_2NR^aRa^1$;

25

Q, at each occurrence, is independently selected from H,
 CHF_2 , CH_2F , CF_3 , a C_{3-13} carbocycle substituted with
0-5 R^d , and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the
30 group consisting of N, O, and $S(O)_p$ and substituted
with 0-5 R^d ;

R^5 is selected from H, C_{1-6} alkyl substituted with 0-1 R^b , C_{2-6} alkenyl substituted with 0-1 R^b , and C_{2-6} alkynyl substituted with 0-1 R^b ;

5

R^{10} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-2 R^{c1} , C_{2-6} alkenyl substituted with 0-2 R^{c1} , C_{2-6} alkynyl substituted with 0-2 R^{c1} , $(CR^aRa^1)_sNR^aRa^1$, $(CR^aRa^1)_rC(O)NR^aOH$, $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)OR^a$, $(CR^aRa^1)_rC(S)OR^a$, $(CR^aRa^1)_rC(O)NR^aRa^1$, $(CR^aRa^1)_sNR^aC(O)Ra^1$, $(CR^aRa^1)_rC(S)NR^aRa^1$, $(CR^aRa^1)_sOC(O)NR^aRa^1$, $(CR^aRa^1)_sNR^aC(O)OR^a$, $(CR^aRa^1)_sNR^aC(O)NR^aRa^1$, $(CR^aRa^1)_rS(O)_pRa^3$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_sNR^aSO_2Ra^3$, $(CR^aRa^1)_sNR^aSO_2NR^aRa^1$, $(CR^aRa^1)_r-C_{3-10}$ carbocycle substituted with 0-2 R^{c1} , and $(CR^aRa^1)_r-5-14$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^{c1} ;

20

R^a , at each occurrence, is independently selected from H, C_{1-6} alkyl, phenyl, and benzyl;

R^{a1} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-1 R^e , C_{2-6} alkenyl substituted with 0-1 R^e , C_{2-6} alkynyl substituted with 0-1 R^e , and $-(CH_2)_r-3-8$ membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$ and substituted with 0-3 R^e ;

30

alternatively, R^a and R^{a1} , when attached to a nitrogen, are taken together with the nitrogen to which they are attached, form a 5 or 6 membered heterocycle comprising carbon atoms and 0-1 additional heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$;

R^{a2} , at each occurrence, is independently selected from C_{1-4} alkyl, phenyl, and benzyl;

R^{a3} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with 0-1 R^{c1} , and $-(CH_2)_r$ -3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, NR^{a2} , O, and $S(O)_p$ and substituted with 0-3 R^{c1} ;

R^b , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-1 R^{c1} , OR^a , SR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^aR^{a1} , $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aR^{a1}$, $C(S)NR^aR^{a1}$, $NR^aC(O)NR^aR^{a1}$, $OC(O)NR^aR^{a1}$, $NR^aC(O)OR^a$, $S(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $NR^aS(O)_2NR^aR^{a1}$, $OS(O)_2NR^aR^{a1}$, $NR^aS(O)_2R^{a3}$, $S(O)_pR^{a3}$, CF_3 , CF_2CF_3 , CHF_2 , CH_2F , and phenyl;

25

R^c , at each occurrence, is independently selected from H, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , CF_3 , CF_2CF_3 , CH_2F , CHF_2 , $(CR^aR^{a1})_rNR^aR^{a1}$, $(CR^aR^{a1})_rC(=NCN)NR^aR^{a1}$, $(CR^aR^{a1})_rC(=NR^a)NR^aR^{a1}$, $(CR^aR^{a1})_rC(=NOR^a)NR^aR^{a1}$, $(CR^aR^{a1})_{r1}C(O)NR^aOH$, $(CR^aR^{a1})_{r1}C(O)R^{a1}$, $(CR^aR^{a1})_rC(O)OR^{a1}$, $(CR^aR^{a1})_rC(S)OR^{a1}$, $(CR^aR^{a1})_rC(O)NR^aR^{a1}$, $(CR^aR^{a1})_rNR^aC(O)R^{a1}$,

30

$(CR^aRa^1)_rC(S)NR^aRa^1$, $(CR^aRa^1)_rOC(O)NR^aRa^1$,
 $(CR^aRa^1)_rNR^aC(O)OR^a$, $(CR^aRa^1)_rNR^aC(O)NR^aRa^1$,
 $(CR^aRa^1)_rS(O)_pRa^3$, $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2Ra^3$,
 and $(CR^aRa^1)_rNR^aSO_2NR^aRa^1$;

5 C_{1-6} alkyl substituted with 0-2 R^{c1} ;
 C_{2-6} alkenyl substituted with 0-2 R^{c1} ;
 C_{2-6} alkynyl substituted with 0-2 R^{c1} ;
 $(CR^aRa^1)_r-C_{3-10}$ carbocycle substituted with 0-2 R^{c1} ; and
 $(CR^aRa^1)_r-5-14$ membered heterocycle comprising carbon
 10 atoms and 1-4 heteroatoms selected from the group
 consisting of N, O, and $S(O)_p$ and substituted with 0-2
 R^{c1} ;

alternatively, when two R^c groups are attached to the same
 15 carbon atom, they form a spiro ring C that is a 3-11
 membered carbocycle or heterocycle substituted with 0-
 2 R^{c1} and comprising: carbon atoms, 0-4 ring
 heteroatoms selected from O, N, and $S(O)_p$, and 0-2
 double bonds, provided that ring C contains other than
 20 a S-S, O-O, or S-O bond;

alternatively, when two R^c groups are attached to adjacent
 carbon atoms, together with the carbon atoms to which
 they are attached they form a 5-7 membered carbocyclic
 25 or heterocyclic ring D substituted with 0-2 R^{c1} and
 consisting of carbon atoms, 0-2 heteroatoms selected
 from the group consisting of N, O, and $S(O)_p$, and 0-3
 double bonds;

30 R^{c1} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, OR^a , Cl, F, Br, I, =O, -CN, NO_2 , NR^aRa^1 ,
 $C(O)R^a$, $C(O)OR^a$, $C(O)NR^aRa^1$, $R^aNC(O)NR^aRa^1$, $OC(O)NR^aRa^1$,

$R^aNC(O)OR^a1$, $S(O)_2NR^aRa1$, $NR^aS(O)_2Ra2$, $NR^aS(O)_2NR^aRa1$,
 $OS(O)_2NR^aRa1$, $NR^aS(O)_2Ra2$, $S(O)_pRa2$, CF_3 , OCF_3 , CF_2CF_3 ,
 CH_2F , and CHF_2 ;

5 R^d , at each occurrence, is independently selected from C_{1-6}
 alkyl substituted with 0-2 R^e , C_{2-6} alkenyl, C_{2-6}
 alkynyl, OR^a , Cl , F , Br , I , $=O$, $-CN$, NO_2 , NR^aRa1 ,
 $C(O)Ra1$, $C(O)OR^a$, $C(O)NR^aRa1$, $C(S)NR^aRa1$, $R^aNC(O)NR^aRa1$,
 $OC(O)NR^aRa1$, $R^aNC(O)OR^a1$, $S(O)_2NR^aRa1$, $NR^aS(O)_2Ra3$,
 10 $NR^aS(O)_2NR^aRa1$, $OS(O)_2NR^aRa1$, $NR^aS(O)_2Ra3$, $S(O)_pRa3$, CF_3 ,
 CF_2CF_3 , $(CH_2)_r-C_{3-10}$ carbocycle substituted with 0-2 R^e ,
 and a $(CH_2)_r-5-14$ membered heterocycle comprising
 carbon atoms and 1-4 heteroatoms selected from the
 group consisting of N , O , and $S(O)_p$, and substituted
 15 with 0-2 R^e ;

R^e , at each occurrence, is independently selected from H ,
 C_{1-6} alkyl, OR^a , Cl , F , Br , I , $=O$, $-CN$, NO_2 , NR^aRa ,
 $C(O)Ra$, $C(O)OR^a$, $C(O)NR^aRa$, $R^aNC(O)NR^aRa$, $OC(O)NR^aRa$,
 20 $R^aNC(O)OR^a$, $S(O)_2NR^aRa$, $NR^aS(O)_2Ra2$, $NR^aS(O)_2NR^aRa$,
 $OS(O)_2NR^aRa$, $NR^aS(O)_2Ra2$, $S(O)_pRa2$, CF_3 , OCF_3 , CF_2CF_3 ,
 CH_2F , and CHF_2 ;

m , at each occurrence, is selected from 0, 1, 2 and 3;
 25

p , at each occurrence, is selected from 0, 1, and 2;

r , at each occurrence, is selected from 0, 1, 2, 3, and 4;

30 $r1$, at each occurrence, is selected from 0, 1, 2, 3, and 4;

s , at each occurrence, is selected from 2, 3, and 4; and

provided that when A is C(=O), B is O, L is O, and R¹ and R⁴, together with the carbon atoms to which they are attached, combine to form a 1,3-cyclobutane,

- 5 (i) Z is absent, then Z^a is other than spiro[3.3]heptane;
(ii) Z is spiro[3.3]heptane, then Z^a is other than H.

10 16. A compound according to Claim 15, wherein;

W is (CHR^a)_m or C₂₋₃ alkenylene;

U is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH),
15 C(O)O, OC(O), C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

X is absent or C₁₋₃ alkylene;

20 U^a is absent or is selected from: O, NR^{a1}, C(O), CR^a(OH), C(O)O, C(O)NR^{a1}, NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

25 X^a is absent or is selected from C₁₋₄ alkylene, C₂₋₄ alkenylene, and C₂₋₄ alkynylene;

Y^a is absent or is selected from O and NR^{a1};

30 R¹ and R⁴, together with the carbon atoms to which they are attached, combine to form a 3-8 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-2 double bonds, and substituted with 0-3 R^c;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , C_{2-6} alkenylene- Q^1 ,
 C_{2-6} alkynylene- Q^1 , $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q^1$,
5 $(CR^aRa^1)_{r1}C(O)NR^aRa^1$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q^1$, $(CR^aRa^1)_{r1}C(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q^1$, and $(CR^aRa^1)_{r1}SO_2NR^aRa^1$;

Q^1 , at each occurrence, is independently selected from H, a
10 C_{3-10} carbocycle substituted with 0-5 R^d , and a 5-10
membered heterocycle comprising carbon atoms and 1-4
heteroatoms selected from the group consisting of N,
O, and $S(O)_p$ and substituted with 0-5 R^d ;

15 R^3 is selected from Q, C_{1-6} alkylene-Q, C_{2-6} alkenylene-Q,
 C_{2-6} alkynylene-Q, $(CR^aRa^1)_{r1}OR^a1$,
 $(CR^aRa^1)_{r1}NR^a(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}C(O)(CR^aRa^1)_r-Q$,
 $(CR^aRa^1)_{r1}C(O)OR^a1$, $(CR^aRa^1)_{r1}C(O)NR^aRa^1$,
 $(CR^aRa^1)_{r1}C(O)NR^a(CR^aRa^1)_r-Q$,
20 $(CR^aRa^1)_{r1}NR^aC(O)(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}NR^aC(O)OR^a1$,
 $(CR^aRa^1)_{r1}S(O)_p(CR^aRa^1)_r-Q$, $(CR^aRa^1)_{r1}SO_2NR^aRa^1$, and
 $(CR^aRa^1)_{r1}NR^aSO_2(CR^aRa^1)_r-Q$;

Q, at each occurrence, is independently selected from H,
25 CF_3 , a C_{3-13} carbocycle substituted with 0-5 R^d , and a
5-14 membered heterocycle comprising carbon atoms and
1-4 heteroatoms selected from the group consisting of
N, O, and $S(O)_p$ and substituted with 0-5 R^d ;

30 R^5 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and C_{2-6}
alkynyl;

R^{10} , at each occurrence, is independently selected from H,
 C_{1-6} alkyl substituted with 0-2 R^{C1} , C_{2-6} alkenyl
substituted with 0-2 R^{C1} , C_{2-6} alkynyl substituted with
0-2 R^{C1} , $(CR^aRa^1)_sNR^aRa^1$, $(CR^aRa^1)_rC(O)Ra^1$,
5 $(CR^aRa^1)_rC(O)ORa^1$, $(CR^aRa^1)_rC(O)NR^aRa^1$,
 $(CR^aRa^1)_sNR^aC(O)Ra^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_sNR^aSO_2Ra^3$, $(CR^aRa^1)_{r-C_3-10}$
carbocycle substituted with 0-2 R^{C1} , and $(CR^aRa^1)_{r-5-14}$
membered heterocycle consisting of carbon atoms and
10 1-4 heteroatoms selected from the group consisting of
N, O, and $S(O)_p$ and substituted with 0-2 R^{C1} ;

R^C , at each occurrence, is independently selected from H,
 OR^a , Cl, F, Br, =O, -CN, NO_2 , NR^aRa^1 , CF_3 ,
15 $(CR^aRa^1)_rC(O)Ra^1$, $(CR^aRa^1)_rC(O)ORa^1$, $(CR^aRa^1)_rC(O)NR^aRa^1$,
 $(CR^aRa^1)_rNR^aC(O)Ra^1$, $(CR^aRa^1)_rS(O)_pRa^3$,
 $(CR^aRa^1)_rSO_2NR^aRa^1$, $(CR^aRa^1)_rNR^aSO_2Ra^3$;
 C_{1-6} alkyl substituted with 0-1 R^{C1} ;
 C_{2-6} alkenyl substituted with 0-1 R^{C1} ;
20 C_{2-6} alkynyl substituted with 0-1 R^{C1} ;
 $(CH_2)_{r-C_3-6}$ carbocycle substituted with 0-2 R^{C1} ; and
 $(CH_2)_{r-5-6}$ membered heterocycle comprising carbon atoms
and 1-4 heteroatoms selected from the group consisting
of N, O, and $S(O)_p$ and substituted with 0-2 R^{C1} ;

25

alternatively, when two R^C groups are attached to the same
carbon atom, they form a spiro ring C that is a 3-8
membered carbocycle or heterocycle substituted with 0-
2 R^{C1} and comprising: carbon atoms, 0-4 ring
30 heteroatoms selected from O, N, and $S(O)_p$, and 0-2
double bonds, provided that ring C contains other than
a S-S, O-O, or S-O bond; and

alternatively, when two R^c groups are attached to adjacent carbon atoms, together with the carbon atoms to which they are attached they form a 5-7 membered carbocyclic or heterocyclic ring D substituted with 0-2 R^{c1} and consisting of carbon atoms, 0-2 heteroatoms selected from the group consisting of N, O, and S(O)_p, and 0-3 double bonds.

10

17. A compound according to Claim 16, wherein;

A is C(=O) or CH₂;

15 B is O;

L is O;

U is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
20 NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

X is absent, methylene or ethylene;

Z is absent or is selected from:

25 a C₃₋₈ cycloalkyl substituted with 0-5 R^b;
a C₃₋₈ cycloalkenyl substituted with 0-5 R^b;
phenyl substituted with 0-5 R^b;
naphthyl substituted with 0-5 R^b; and
a 5-14 membered heterocycle comprising carbon atoms
30 and 1-4 heteroatoms selected from the group consisting
of N, O, and S(O)_p and substituted with 0-5 R^b;

U^a is absent or is selected from: O, NR^{a1}, C(O), C(O)NR^{a1},
NR^{a1}C(O), S(O)_p, S(O)_pNR^{a1}, and NR^{a1}S(O)_p;

Z^a is selected from H, a C₅₋₁₀ carbocycle substituted with
5 0-5 R^c, and a 5-14 membered heterocycle comprising
carbon atoms and 1-4 heteroatoms selected from the
group consisting of N, O, and S(O)_p and substituted
with 0-5 R^c;

10 provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

provided that when Z is absent, Z^a is other than H;

15

R² is selected from Q¹, C₁₋₆ alkylene-Q¹, C₂₋₆ alkenylene-Q¹,
(CR^{aRa1})_{r1}OR^{a1}, (CR^{aRa1})_{r1}NR^a(CR^{aRa1})_r-Q¹,
(CR^{aRa1})_{r1}C(O)NR^{aRa1}, (CR^{aRa1})_{r1}NR^aC(O)OR^{a1},
(CR^{aRa1})_{r1}C(O)(CR^{aRa1})_r-Q¹, (CR^{aRa1})_{r1}C(O)OR^{a1},
20 (CR^{aRa1})_{r1}S(O)_p(CR^{aRa1})_r-Q¹, and (CR^{aRa1})_{r1}SO₂NR^{aRa1};

20

Q¹, at each occurrence, is independently selected from H, a
C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
membered heterocycle comprising carbon atoms and 1-4
25 heteroatoms selected from the group consisting of N,
O, and S(O)_p and substituted with 0-3 R^d;

25

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
C₂₋₆ alkynylene-Q, (CR^{aRa1})_{r1}OR^{a1},
30 (CR^{aRa1})_{r1}NR^a(CR^{aRa1})_r-Q, (CR^{aRa1})_{r1}C(O)(CR^{aRa1})_r-Q,
(CR^{aRa1})_{r1}C(O)OR^{a1}, (CR^{aRa1})_{r1}C(O)NR^{aRa1},

30

$(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{aC}}(\text{O})(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{NR}^{\text{aC}}(\text{O})\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{S}(\text{O})_{\text{p}}(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-Q}$, and $(\text{CR}^{\text{aRa1}})_{\text{r1}}\text{SO}_2\text{NR}^{\text{aRa1}}$;

Q, at each occurrence, is independently selected from H, a
 5 $\text{C}_3\text{-10}$ carbocycle substituted with 0-3 R^{d} , and a 5-14
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-3 R^{d} ;

10 R^5 is selected from H and $\text{C}_1\text{-6}$ alkyl;

R^{10} , at each occurrence, is independently selected from H,
 $\text{C}_1\text{-6}$ alkyl substituted with 0-1 R^{c1} , $\text{C}_2\text{-6}$ alkenyl
 substituted with 0-1 R^{c1} , $\text{C}_2\text{-6}$ alkynyl substituted with
 15 0-1 R^{c1} , $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{R}^{\text{a1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a1}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a3}}$,
 $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{SO}_2\text{NR}^{\text{aRa1}}$, $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-C}_3\text{-6}$ carbocycle substituted
 with 0-2 R^{c1} , and $(\text{CR}^{\text{aRa1}})_{\text{r}}\text{-5-10}$ membered heterocycle
 consisting of carbon atoms and 1-4 heteroatoms
 20 selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$
 and substituted with 0-2 R^{c1} ;

R^{a} , at each occurrence, is independently selected from H
 and $\text{C}_1\text{-6}$ alkyl;

25

R^{a1} , at each occurrence, is independently selected from H,
 $\text{C}_1\text{-6}$ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl,
 and 4-pyridinyl;

30 alternatively, R^{a} and R^{a1} , when attached to a nitrogen, are
 taken together with the nitrogen to which they are
 attached, form a 5 or 6 membered heterocycle

comprising carbon atoms and 0-1 additional heteroatoms selected from N, $\text{NR}^{\text{a}2}$, O, and $\text{S}(\text{O})_{\text{p}}$;

5 $\text{R}^{\text{a}3}$, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, and $-(\text{CH}_2)_{\text{r}-3-8}$ membered carbocyclic or heterocyclic ring comprising carbon atoms and 0-2 ring heteroatoms selected from N, $\text{NR}^{\text{a}2}$, O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-3 $\text{R}^{\text{c}1}$;

10 R^{c} , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^{a} , Cl, F, Br, =O, $\text{NR}^{\text{a}1}$, CF_3 , $(\text{CR}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{R}^{\text{a}1}$, $(\text{CR}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{OR}^{\text{a}1}$, $(\text{CR}^{\text{a}1})_{\text{r}}\text{C}(\text{O})\text{NR}^{\text{a}1}$, $(\text{CR}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}1}\text{C}(\text{O})\text{R}^{\text{a}1}$, $(\text{CR}^{\text{a}1})_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{\text{a}3}$, $(\text{CR}^{\text{a}1})_{\text{r}}\text{SO}_2\text{NR}^{\text{a}1}$, $(\text{CR}^{\text{a}1})_{\text{r}}\text{NR}^{\text{a}1}\text{SO}_2\text{R}^{\text{a}3}$;
15 C_{3-6} carbocycle substituted with 0-2 $\text{R}^{\text{c}1}$; and 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $\text{S}(\text{O})_{\text{p}}$ and substituted with 0-2 $\text{R}^{\text{c}1}$;

20 alternatively, when two R^{c} groups are attached to the same carbon atom, they form a spiro ring C that is a 3-8 membered carbocycle or heterocycle substituted with 0-2 $\text{R}^{\text{c}1}$ and comprising: carbon atoms, 0-4 ring heteroatoms selected from O, N, and $\text{S}(\text{O})_{\text{p}}$, and 0-2
25 double bonds, provided that ring C contains other than a S-S, O-O, or S-O bond;

alternatively, when two R^{c} groups are attached to adjacent carbon atoms, together with the carbon atoms to which
30 they are attached they form a 5-6 membered carbocyclic or heterocyclic ring D substituted with 0-2 $\text{R}^{\text{c}1}$ and consisting of carbon atoms, 0-2 heteroatoms selected

from the group consisting of N, O, and S(O)_p, and 0-3 double bonds;

5 R^{c1}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂, C(O)OR^a, and C(O)NR^aR^{a1};

10 R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, -CN, NO₂, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a, C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, (CH₂)_r-C₃₋₆ carbocycle substituted with 0-2 R^e, and a 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting
15 of N, O, and S(O)_p; and

20 R^e, at each occurrence, is independently selected from H, C₁₋₄ alkyl, OR^a, Cl, F, Br, I, =O, CF₃, -CN, NO₂, C(O)OR^a, and C(O)NR^aR^a.

18. A compound according to Claim 17, wherein;

25 W is (CH₂)_m or C₂₋₃ alkenylene;

Z is absent or is selected from:

30 a C₄₋₈ cycloalkyl substituted with 0-3 R^b;
a C₄₋₈ cycloalkenyl substituted with 0-3 R^b;
phenyl substituted with 0-3 R^b;
naphthyl substituted with 0-3 R^b;
a 5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting

of N, O, and S(O)_p and substituted with 0-3 R^b; and said 5-10 membered heterocycle is selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-isoquinolinyl, indazolyl, isobenzofuranyl, isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl, methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

Z^a is selected from: H;

phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c; and a 5-10 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)_p and substituted with 0-3 R^c; and said 5-10 membered heterocycle is selected from the group: furanyl, tetrahydrofuranyl, thiazolyl, oxazolyl, imidazolyl, isothiazolyl, isoxazolyl, 4,5-dihydro-isoxazolyl, thiophenyl, triazinyl, pyridyl, pyrimidinyl, piperazinyl, piperidinyl, pyranyl, pyrazinyl, pyrazolyl, pyridoimidazole, pyrrolidinyl, pyrrolinyl, indolyl, indolinyl, benzimidazolyl, benzothiazinyl, benzofuranyl, benzothiophenyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benzisoxazolyl, benzisothiazolyl, quinolinyl, tetrahydroquinolinyl, isoquinolinyl, tetrahydro-

isoquinolinyl, indazolyl, isobenzofuranyl,
 isoindazolyl, isoindolinyl, isoindolyl, isoquinolinyl,
 methylenedioxyphenyl, quinazolinyl, thiadiazinyl, and
 1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl;

5

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
 group;

10 provided that when Z is absent, Z^a is other than H;

R¹ and R⁴, together with the carbon atoms to which they are
 attached, combine to form a 4-7 membered carbocyclic
 or heterocyclic ring comprising carbon atoms, 0-2 ring
 15 heteroatoms selected from O, N, NR¹⁰, and S(O)_p, and 0-
 2 double bonds, and substituted with 0-3 R^c;

R³ is selected from Q, C₁₋₆ alkylene-Q, C₂₋₆ alkenylene-Q,
 (CR^aRA¹)_{r1}OR^{a1}, (CR^aRA¹)_{r1}NR^a(CR^aRA¹)_r-Q,
 20 (CR^aRA¹)_{r1}C(O)(CR^aRA¹)_r-Q, (CR^aRA¹)_{r1}C(O)OR^{a1},
 (CR^aRA¹)_{r1}C(O)NR^aRA¹, (CR^aRA¹)_{r1}NR^aC(O)(CR^aRA¹)_r-Q,
 (CR^aRA¹)_{r1}NR^aC(O)OR^{a1}, (CR^aRA¹)_{r1}S(O)_p(CR^aRA¹)_r-Q, and
 (CR^aRA¹)_{r1}SO₂NR^aRA¹;

25 Q, at each occurrence, is independently selected from H, a
 C₃₋₆ carbocycle substituted with 0-3 R^d, and a 5-10
 membered heterocycle comprising carbon atoms and 1-4
 heteroatoms selected from the group consisting of N,
 O, and S(O)_p and substituted with 0-3 R^d;

30

R^a, at each occurrence, is independently selected from H
 and C₁₋₆ alkyl;

R^{a1}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, phenyl, benzyl, 2-pyridinyl, 3-pyridinyl, and 4-pyridinyl;

5 R^{a3}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, phenyl, and benzyl;

R^b, at each occurrence, is independently selected from C₁₋₄ alkyl, OR^a, Cl, F, =O, NR^aR^{a1}, C(O)R^a, C(O)OR^a,
10 C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, S(O)_pR^{a3}, and CF₃;

R^c, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, CF₃, (CR^aR^{a1})_rC(O)R^{a1}, (CR^aR^{a1})_rC(O)OR^{a1},
15 (CR^aR^{a1})_rC(O)NR^aR^{a1}, (CR^aR^{a1})_rNR^aC(O)R^{a1}, (CR^aR^{a1})_rS(O)_pR^{a3}, (CR^aR^{a1})_rSO₂NR^aR^{a1}, (CR^aR^{a1})_rNR^aSO₂R^{a3}; C₃₋₆ carbocycle substituted with 0-2 R^{c1}; and 5-6 membered heterocycle comprising carbon atoms and 1-4 heteroatoms selected from the group consisting of
20 N, O, and S(O)_p and substituted with 0-2 R^{c1}; and

R^d, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-1 R^e, C₂₋₆ alkenyl, C₂₋₆ alkynyl, OR^a, Cl, F, Br, =O, NR^aR^{a1}, C(O)R^{a1}, C(O)OR^a,
25 C(O)NR^aR^{a1}, S(O)₂NR^aR^{a1}, NR^aS(O)₂R^{a3}, S(O)_pR^{a3}, CF₃, and (CH₂)_r-phenyl substituted with 0-2 R^e; and

provided that when A is C(=O), B is O, L is O, and R¹ and R⁴, together with the carbon atoms to which they are
30 attached, combine to form a 1,3-cyclobutane, and Z is spiro[3.3]heptane, then Z^a is other than H.

19. A compound according to Claim 18, wherein;

X is absent or is methylene;

5

Y is absent or is O;

Z is absent or is selected from:

phenyl substituted with 0-3 R^b;

10 naphthyl substituted with 0-3 R^b;

thiophenyl substituted with 0-2 R^b;

oxazolyl substituted with 0-1 R^b;

isoxazolyl substituted with 0-1 R^b; and

thiazolyl substituted with 0-1 R^b;

15

U^a is absent or is O;

Y^a is absent or is O;

20 Z^a is selected from: H;

phenyl substituted with 0-3 R^c;

pyridyl substituted with 0-3 R^c;

indolyl substituted with 0-3 R^c;

quinolinyl substituted with 0-3 R^c;

25 benzimidazolyl substituted with 0-3 R^c; and

1,1-dioxido-2,3-dihydro-4H-1,4-benzothiazin-4-yl
substituted with 0-3 R^c;

provided that U, Y, Z, U^a, Y^a, and Z^a do not combine to form
30 a N-N, N-O, O-N, O-O, S(O)_p-O, O-S(O)_p or S(O)_p-S(O)_p
group;

provided that when Z is absent, Z^a is other than H;

R^1 and R^4 , together with the carbon atoms to which they are attached, combine to form a 5-6 membered carbocyclic or heterocyclic ring comprising carbon atoms, 0-2 ring
 5 heteroatoms selected from O, N, NR^{10} , and $S(O)_p$, and 0-2 double bonds, and substituted with 0-3 R^c ;

R^2 is selected from Q^1 , C_{1-6} alkylene- Q^1 , $C(O)NR^{aRa1}$,
 $C(O)(CR^{aRa1})_r-Q^1$, $C(O)OR^{a1}$, and $S(O)_p(CR^{aRa1})_r-Q^1$;

10

Q^1 , at each occurrence, is independently selected from H, a cyclopropyl substituted with 0-1 R^d , cyclopentyl substituted with 0-1 R^d , cyclohexyl substituted with 0-1 R^d , phenyl substituted with 0-2 R^d , and a
 15 heteroaryl substituted with 0-3 R^d , wherein the heteroaryl is selected from pyridyl, quinoliny, thiazolyl, furanyl, imidazolyl, and isoxazolyl;

R^3 is selected from Q , C_{1-6} alkylene- Q , $(CR^{aRa1})_{r1}OR^{a1}$,
 20 $(CR^{aRa1})_{r1}NR^a(CR^{aRa1})_r-Q$, $(CR^{aRa1})_{r1}C(O)(CR^{aRa1})_r-Q$,
 $(CR^{aRa1})_{r1}C(O)OR^{a1}$, $(CR^{aRa1})_{r1}C(O)NR^{aRa1}$,
 $(CR^{aRa1})_{r1}NR^aC(O)(CR^{aRa1})_r-Q$, $(CR^{aRa1})_{r1}NR^aC(O)OR^{a1}$,
 $(CR^{aRa1})_{r1}S(O)_p(CR^{aRa1})_s-Q$, and $(CR^{aRa1})_{r1}SO_2NR^{aRa1}$;

25 R^5 is selected from H and C_{1-4} alkyl;

R^{10} , at each occurrence, is independently selected from H, C_{1-6} alkyl substituted with 0-1 R^{c1} , C_{2-6} alkenyl substituted with 0-1 R^{c1} , C_{2-6} alkynyl substituted with 0-1 R^{c1} , $(CR^{aRa1})_rC(O)R^{a1}$, $(CR^{aRa1})_rC(O)OR^{a1}$,
 30 $(CR^{aRa1})_rC(O)NR^{aRa1}$, $(CR^{aRa1})_rS(O)_pR^{a3}$,
 $(CR^{aRa1})_rSO_2NR^{aRa1}$, $(CR^{aRa1})_r-C_{3-6}$ carbocycle substituted

with 0-2 R^{C1} , and $(CR^{aRa1})_{r-5-6}$ membered heterocycle consisting of carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ and substituted with 0-2 R^{C1} ; and

5

R^C , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, NR^{aRa1} , CF_3 , $(CR^{aRa1})_rC(O)R^{a1}$, $(CR^{aRa1})_rC(O)OR^{a1}$, $(CR^{aRa1})_rC(O)NR^{aRa1}$, $(CR^{aRa1})_rS(O)_pR^{a3}$,
 10 $(CR^{aRa1})_rSO_2NR^{aRa1}$, and phenyl.

20. A compound according to Claim 19, wherein;

15 R^3 is selected from Q, C_{1-6} alkylene-Q, $C(O)(CR^{aRa1})_r-Q$, $C(O)OR^{a1}$, $C(O)NR^{aRa1}$, $C(O)NR^a(CR^{aRa1})_r-Q$, and $S(O)_p(CR^{aRa1})_r-Q$;

Q, at each occurrence, is independently selected from H,
 20 cyclopropyl substituted with 0-1 R^d ,
 cyclopentyl substituted with 0-1 R^d ,
 cyclohexyl substituted with 0-1 R^d ,
 phenyl substituted with 0-2 R^d , and a heteroaryl
 substituted with 0-3 R^d , wherein the heteroaryl is
 25 selected from pyridyl, quinolinyl, thiazolyl, furanyl,
 imidazolyl, and isoxazolyl;

R^5 is selected from H, methyl, and ethyl;

30 R^C , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, OR^a , Cl, F, Br, =O, NR^{aRa1} , CF_3 , $(CR^{aRa1})_rC(O)R^{a1}$, $(CR^{aRa1})_rC(O)OR^{a1}$, $(CR^{aRa1})_rC(O)NR^{aRa1}$, and $(CR^{aRa1})_rS(O)_pR^{a3}$; and

r, at each occurrence, is selected from 0, 1, 2, and 3.

- 5 21. A compound according to Claim 15, wherein the compound is selected from the group:

4-[(2-methyl-4-quinolinyl)methoxy]-N-[(2*S*)-6,8,10-trioxo-7,9-diazaspiro[4.5]dec-2-yl]benzamide; and

10

4-[(2-methyl-4-quinolinyl)methoxy]-N-[(2*R*)-6,8,10-trioxo-7,9-diazaspiro[4.5]dec-2-yl]benzamide;

or a pharmaceutically acceptable salt form thereof.

15

22. A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to any one of
20 Claims 1-21 or a pharmaceutically acceptable salt form thereof.

23. Use of a compound of any one of Claims 1-21 or a
25 pharmaceutically acceptable salt form thereof in the manufacture of a medicament for the treatment of an inflammatory disorder.

- 30 24. Use of a compound of any one of Claims 1-7 or a pharmaceutically acceptable salt form thereof in the manufacture of a medicament for treating a condition or disease mediated by MMPs, TACE, aggrecanase, or a combination thereof in a mammal.

35

25. Use of a compound according to Claim 24, wherein the disease or condition is selected from to as acute infection, acute phase response, age related macular degeneration, alcoholic liver disease, allergy, allergic
5 asthma, anorexia, aneurism, aortic aneurism, asthma, atherosclerosis, atopic dermatitis, autoimmune disease, autoimmune hepatitis, Bechet's disease, cachexia, calcium pyrophosphate dihydrate deposition disease, cardiovascular effects, chronic fatigue syndrome, chronic obstruction
10 pulmonary disease, coagulation, congestive heart failure, corneal ulceration, Crohn's disease, enteropathic arthropathy, Felty's syndrome, fever, fibromyalgia syndrome, fibrotic disease, gingivitis, glucocorticoid withdrawal syndrome, gout, graft versus host disease,
15 hemorrhage, HIV infection, hyperoxic alveolar injury, infectious arthritis, inflammation, intermittent hydrarthrosis, Lyme disease, meningitis, multiple sclerosis, myasthenia gravis, mycobacterial infection, neovascular glaucoma, osteoarthritis, pelvic inflammatory
20 disease, periodontitis, polymyositis/dermatomyositis, post-ischaemic reperfusion injury, post-radiation asthenia, psoriasis, psoriatic arthritis, pulmonary emphysema, pyoderma gangrenosum, relapsing polychondritis, Reiter's syndrome, rheumatic fever, rheumatoid arthritis,
25 sarcoidosis, scleroderma, sepsis syndrome, Still's disease, shock, Sjogren's syndrome, skin inflammatory diseases, solid tumor growth and tumor invasion by secondary metastases, spondylitis, stroke, systemic lupus erythematosus, ulcerative colitis, uveitis, vasculitis, and
30 Wegener's granulomatosis.

26. A compound of any one of Claims 1-21 or a pharmaceutically acceptable salt form for use in therapy.

27. Use of a compound of any one of Claims 1-21 or a
pharmaceutically acceptable salt form thereof, in
5 combination with one or more additional anti-inflammatory
agents selected from selective COX-2 inhibitors,
interleukin-1 antagonists, dihydroorotate synthase
inhibitors, p38 MAP kinase inhibitors, TNF- α inhibitors,
TNF- α sequestration agents, and methotrexate, in the
10 manufacture of a medicament for treating inflammatory
disorders.